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**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 10/01, 2011, and ending 9/30, 2012

McBETH FOUNDATION  
23101 LAKE CENTER DR. #170  
LAKE FOREST, CA 92630**A** Employer identification number  
33-0399736**B** Telephone number (see the instructions)  
(949) 951-8088**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change**H** Check type of organization ☐ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
\$ 27,984,629. (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 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 (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 7,669,717.**7** Capital gain net income (from Part IV, line 2)**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/(loss) (att sch)**11** Other income (attach schedule)

See Statement 1

**12 Total.** Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) See St 2**b** Accounting fees (attach sch)**c** Other prof fees (attach sch) See St 3**17** Interest**18** Taxes (attach schedule)(see instrs) See Stm 4**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 5

**24 Total operating and administrative expenses.** Add lines 13 through 23**25** Contributions, gifts, grants paid Part XV**26 Total expenses and disbursements.** Add lines 24 and 25**27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements****b Net investment income** (if negative, enter -0-)**c Adjusted net income** (if negative, enter -0-)

SCANNED AUG 15 2013

REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES

2614

**Part II Balance Sheets**

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

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	270,324.	122,273.	122,273.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		33,406.	
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	19,744,047.	20,026,550.	23,673,716.
	c Investments – corporate bonds (attach schedule)	3,085,353.	2,277,695.	2,590,674.
	11 Investments – land, buildings, and equipment basis			
<b>LIABILITIES</b>	Less: accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	1,662,617.	1,522,319.	1,597,966.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe )	1.		
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I.)	24,762,342.	23,982,243.	27,984,629.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
<b>NET FUND ASSETS OR BALANCES</b>	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )	14,890.		
	23 Total liabilities (add lines 17 through 22)	14,890.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
<b>NET FUND ASSETS OR BALANCES</b>	24 Unrestricted	24,747,452.	23,982,243.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	24,747,452.	23,982,243.	
	31 Total liabilities and net assets/fund balances (see instructions)	24,762,342.	23,982,243.	

**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	24,747,452.
2 Enter amount from Part I, line 27a	2	-765,209.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	23,982,243.
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	23,982,243.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 6				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	338,474.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-            in Part I, line 8         </div>		3	-208,308.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	1,375,694.	27,385,869.	0.050234
2009	1,294,532.	25,821,803.	0.050133
2008	987,762.	23,095,422.	0.042769
2007	1,316,321.	25,018,702.	0.052613
2006	393,900.	8,410,755.	0.046833

2 Total of line 1, column (d)	2	0.242582
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	0.048516
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	26,977,176.
5 Multiply line 4 by line 3	5	1,308,825.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,594.
7 Add lines 5 and 6	7	1,315,419.
8 Enter qualifying distributions from Part XII, line 4	8	1,418,027.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
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	6,594.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,594.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	6,594.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	40,000.	
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	40,000.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	8.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,398.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <b>Refunded</b>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		X
c Did the foundation file <b>Form 1120-POL</b> 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
4 a 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 <b>Form 990-T</b> for this year?		N/A
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, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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

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**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>MCBETHFOUNDATION.COM</u>	13	X	
14	The books are in care of <u>DeKarver &amp; Agle</u> Telephone no <u>(949) 951-8088</u> Located at <u>23101 Lake Ctr Dr #170, Lake Forest, CA</u> ZIP + 4 <u>92630</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	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?	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				X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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**Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

**Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		100,000.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

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

Total number of other employees paid over \$50,000

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELLS FARGO ADVISORS 19800 MACARTHUR BLVD. #1400 IRVINE, CA 92612	FINANCIAL	288,357.
FREDERICK L JUDD 5010 CAMPUS DRIVE NEWPORT BEACH, CA 92660	LEGAL	5,673.
Total number of others receiving over \$50,000 for professional services		0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2011)



**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	27,176,860.
<b>b</b> Average of monthly cash balances	<b>1b</b>	211,136.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	27,387,996.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	27,387,996.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	410,820.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	26,977,176.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	1,348,859.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	1,348,859.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	6,594.
<b>b</b> Income tax for 2011 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	6,594.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,342,265.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	1,342,265.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,342,265.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	1,418,027.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,418,027.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	6,594.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1,411,433.

**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				1,342,265.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	48,981.			
b From 2007	81,564.			
c From 2008				
d From 2009	15,736.			
e From 2010	56,165.			
f Total of lines 3a through e	202,446.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,418,027.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				1,342,265.
e Remaining amount distributed out of corpus	75,762.			
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	278,208.			
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 instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	48,981.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	229,227.			
10 Analysis of line 9				
a Excess from 2007	81,564.			
b Excess from 2008				
c Excess from 2009	15,736.			
d Excess from 2010	56,165.			
e Excess from 2011	75,762.			



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year See Statement 9				
<b>Total</b>			<b>3a</b>	1,347,500.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	

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

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	6,090.	
4	Dividends and interest from securities			14	751,344.	
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					338,474.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	AG EDWARDS PRIVATE EQTY			14	-4,146.	
b	CAMPELL STRATEGIC ALLOC.			14	-87,470.	
c	GLOBAL MACRO TRUST - K-1			14	-16,786.	
d						
e						
12	Subtotal Add columns (b), (d), and (e)				649,032.	338,474.
13	Total. Add line 12, columns (b), (d), and (e)				13	987,506.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns***Enter filer's identifying number, see instructions**

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	McBETH FOUNDATION	<input checked="" type="checkbox"/> 33-0399736
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	23101 LAKE CENTER DR. #170	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	LAKE FOREST, CA 92630	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► DeKarver & Agle

Telephone No ► (949) 951-8088 FAX No ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 5/15, 20 13, to file the exempt organization return for the organization named above.  
The extension is for the organization's return for

- ☐ calendar year 20 \_\_\_\_ or  
 ► ☒ tax year beginning 10/01, 20 11, and ending 9/30, 20 12

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	10,000.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	40,000.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the extended due date for filing the return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	McBETH FOUNDATION	<input checked="" type="checkbox"/> 33-0399736
	Number, street, and room or suite number If a P O box, see instructions	Social security number (SSN)
	DeKarver & Agle 23101 Lake Center Dr. Ste. 170	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	Lake Forest, CA 92630	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of DeKarver & Agle  
Telephone No (949) 951-8088 FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 8/15, 20 13.

5 For calendar year , or other tax year beginning 10/01, 20 11, and ending 9/30, 20 12

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension Taxpayer waiting for information from brokerage regarding unidentified deposits to brokerage account. This information is needed to properly account for revenues.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	6,594.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	40,000.
c <b>Balance due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

Title Trustee

Date

BAA

FIFZ0502L 07/29/11

Form 8868 (Rev 1-2012)



2011

## Federal Statements

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McBETH FOUNDATION

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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
AG EDWARDS PRIVATE EQTY	\$ -4,146.	\$ -4,146.	
CAMPELL STRATEGIC ALLOC.	-87,470.	-87,470.	
GLOBAL MACRO TRUST - K-1	-16,786.	-16,786.	
<b>Total</b>	<b>\$ -108,402.</b>	<b>\$ -108,402.</b>	<b>0.</b>

**Statement 2**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 6,927.	\$ 6,927.		
<b>Total</b>	<b>\$ 6,927.</b>	<b>\$ 6,927.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**Statement 3**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADVISOR FEES	\$ 288,357.	\$ 263,357.		\$ 25,000.
<b>Total</b>	<b>\$ 288,357.</b>	<b>\$ 263,357.</b>	<b>\$ 0.</b>	<b>\$ 25,000.</b>

**Statement 4**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 6,592.			
<b>Total</b>	<b>\$ 6,592.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

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McBETH FOUNDATION

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Statement 5  
Form 990-PF, Part I, Line 23  
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	\$ 10.			
Foreign Taxes Withheld	2,802.	\$ 2,802.		
Total	<u>\$ 2,812.</u>	<u>\$ 2,802.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	10000 ARM	Purchased	11/11/2010	11/15/2011
2	10000 BANK OF AMERICA	Purchased	10/10/2010	11/15/2011
3	30000 NEKTAR THERAPEUTICS	Purchased	11/16/2010	11/15/2011
4	15700 GENERAL ELECTRIC	Purchased	9/30/2009	11/10/2011
5	9700 VANGUARD ST EFT	Purchased	11/29/2010	11/16/2011
6	2500 VANGUARD ST EFT	Purchased	7/28/2010	11/16/2011
7	1000 VANGUARD ST EFT	Purchased	1/25/2011	12/14/2011
8	20310 MICROSOFT	Purchased	1/21/2010	2/21/2012
9	MICROSOFT CALLS	Purchased	11/10/2011	2/13/2012
10	2000 VANGUARD ST EFT	Purchased	1/25/2011	2/21/2012
11	400000 BEAR STEARNS	Purchased	12/30/2008	2/01/2012
12	400000 GOLDMAN SACHS 5.3%	Purchased	9/10/2007	2/14/2012
13	498 BARCLAYS SPDR	Purchased	7/28/2010	3/14/2012
14	950 VANGUARD ST EFT	Purchased	5/18/2011	3/06/2012
15	700 VANGUARD ST EFT	Purchased	1/26/2011	3/06/2012
16	15000 ATLANTIC RICHFIELD	Purchased	5/23/1995	4/02/2012
17	2500 VANGUARD ST EFT	Purchased	5/18/2011	5/08/2012
18	2500 IBM	Purchased	3/01/2008	5/23/2012
19	25000 SPRINT NEXTEL	Purchased	5/04/2010	5/23/2012
20	2000 VANGUARD ST EFT	Purchased	5/18/2011	5/23/2012
21	5000 WAL MART	Purchased	10/07/2007	5/23/2012
22	5000 BARCLAYS SPDR	Purchased	1/11/1951	7/25/2012
23	144 NV ENERGY	Purchased	6/20/2012	7/25/2012
24	10000 WEYERHAUSER	Purchased	11/10/2010	7/25/2012
25	3000 IDA CORP	Purchased	11/10/2010	7/25/2012
26	15000 NV ENERGY	Purchased	5/04/2010	2/25/2012
27	1000 PETROCHINA	Purchased	5/04/2010	7/25/2012
28	4000 PROCTOR & GAMBLE	Purchased	1/21/2010	7/25/2012
29	2000 VANGUARD ST EFT	Purchased	6/01/2011	7/25/2012
30	10000 WEYERHAUSER	Purchased	8/16/2011	7/25/2012
31	6950 VANGUARD ST EFT	Purchased	8/25/2011	8/23/2012
32	21000 BARCLAYS SPDR	Purchased	12/30/2010	8/23/2012
33	1050 VANGUARD ST EFT	Purchased	6/01/2011	8/23/2012
34	8000 BARCLAYS SPDR	Purchased	1/25/2011	9/21/2012
35	K-1 ST LOSSES	Purchased	Various	Various
36	K-1 LT GAINS	Purchased	Various	Various
37	K-1 STRADDLES	Purchased	Various	Various

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**Statement 6 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss)
1	302,033.		242,872.	59,161.				\$ 59,161.
2	61,499.		118,599.	-57,100.				-57,100.
3	132,549.		411,595.	-279,046.				-279,046.
4	252,294.		125,818.	126,476.				126,476.
5	755,509.		753,648.	1,861.				1,861.
6	195,299.		193,450.	1,849.				1,849.
7	77,656.		77,747.	-91.				-91.
8	529,739.		624,576.	-94,837.				-94,837.
9	32,599.		0.	32,599.				32,599.
10	158,184.		155,470.	2,714.				2,714.
11	400,000.		393,776.	6,224.				6,224.
12	400,000.		397,604.	2,396.				2,396.
13	15,174.		15,060.	114.				114.
14	75,296.		74,518.	778.				778.
15	55,481.		54,404.	1,077.				1,077.
16	15,000.		16,278.	-1,278.				-1,278.
17	198,304.		196,100.	2,204.				2,204.
18	488,005.		257,517.	230,488.				230,488.
19	60,750.		103,729.	-42,979.				-42,979.
20	157,890.		156,880.	1,010.				1,010.
21	322,243.		227,605.	94,638.				94,638.
22	46,877.		55,476.	-8,599.				-8,599.
23	2,563.		2,550.	13.				13.
24	227,495.		169,600.	57,895.				57,895.
25	125,760.		107,687.	18,073.				18,073.
26	266,805.		187,779.	79,026.				79,026.
27	120,102.		111,460.	8,642.				8,642.
28	256,667.		230,798.	25,869.				25,869.
29	159,277.		157,107.	2,170.				2,170.
30	227,565.		169,100.	58,465.				58,465.
31	556,032.		544,374.	11,658.				11,658.
32	644,462.		636,334.	8,128.				8,128.
33	84,007.		82,526.	1,481.				1,481.
34	246,261.		242,457.	3,804.				3,804.
35	0.		36,749.	-36,749.				-36,749.
36	9,699.		0.	9,699.				9,699.
37	10,641.		0.	10,641.				10,641.
							Total	\$ 338,474

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McBETH FOUNDATION

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**Statement 7**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Martin L. DeKarver 23101 Lake Center Dr. #170 Lake Forest, CA 92630	Trustee 4.00	\$ 50,000.	\$ 0.	\$ 0.
Norm Timmons 3017 Rockdale Lane San Diego, CA 91977	Board Member 2.00	25,000.	0.	0.
Skye Woods P. O. Box 1161 Cedar Glen, CA 92321	Board Member 2.00	25,000.	0.	0.
Tim Metcalf 19800 MacArthur Blvd. Irvine, CA 92623	Board Member 0	0.	0.	0.
Amy Leite 19800 MacArthur Blvd. Irvine, CA 92623	Board Member 0	0.	0.	0.
Total		\$ 100,000.	\$ 0.	\$ 0.

**Statement 8**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program: Amy Holmes  
Name: Wells Fargo Advisors  
Care Of: 19800 MacArthur Blvd. #1400  
Street Address: Irvine, CA 92623  
City, State, Zip Code: Telephone:  
Form and Content: Applications should be submitted in the format shown on the Foundation's website and should include: a description of the entity including it's history and it's charitable purpose, the purpose for the request, relationship of the request to the entity's total budget, affiliated entities, contact information, copy of IRS ruling letter.

Submission Deadlines: May 31st.  
Restrictions on Awards: Awards are generally restricted to the purposes defined on the Foundation's website and to geographical areas where the Foundation has a presence - primarily Southern California.

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**Statement 9**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
UNIVERSITY OF CAL - DAVIS ONE SHIELDS AVE. DAVIS, CA 95616	NONE	PUBLIC	ANIMAL RESCUE & DISASTER MEDICINE	\$ 10,000.
CHOC CHILDREN'S FOUNDATION 455 S. MAIN STREET ORANGE, CA 92868	NONE	PUBLIC	COMMITMENT FOR ROOM IN NEW ONCOLOGY CENTER	25,000.
CANINE COMPANIONS P. O. BOX 4568 OCEANSIDE, CA 92052	NONE	PUBLIC	CANINE TRAINING	30,000.
ZOOLOGICAL SOCIETY, S.D P. O. BOX 120551 SAN DIEGO, CA 92112	NONE	PUBLIC	FREEZE DRYER	50,000.
SOUTH COAST SYMPHONY 13642 WINTHROPE STREET SANTA ANA, CA 92705	NONE	PUBLIC	FAMILY CONCERT PLAN, MARKETING	45,000.
LAGUNA ART MUSEUM 307 CLIFF DRIVE LAGUNA BEACH, CA 92651	NONE	PUBLIC	ART EDUCATION & PROGRAMS	40,000.
LAGUNA COLLEGE OF ART 2222 LAGUNA CANYON RD. LAGUNA BEACH, CA 92651	NONE	PUBLIC	TENANT IMPROVEMENTS ON PROPERTY TO BE ACQUIRED.	75,000.
PACIFIC MARINE MAMMAL CENTER 20612 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651	NONE	PUBLIC	FOOD, MEDICATION & WHALE RESCUE EQUIPMENT	90,000.
BLIND CHILDRENS LEARNING CTR. 18542-B VANDERLIP AVE. SANTA ANA, CA 92705,	NONE	PUBLIC	EARLY INTERVENTION PROGRAM	20,000.
SANTA ANA ZOO 1801 E. CHESTNUT AVE. SANTA ANA, CA 92701	NONE	PUBLIC	RAINFOREST MAZE	47,500.
SURFRIDER FOUNDATION P. O. BOX 6010 SAN CLEMENTE, CA 92674	NONE	PUBLIC	OCEAN GARDENS AND PLASTIC AWARENESS	50,000.
UNITED CEREBRAL PALSY OF SAN DIEGO 8525 GIBBS DR. #100 SAN DIEGO, CA 92123	NONE	PUBLIC	MOBIL TOY AND SOFTWARE LIBRARY	80,000.

Client 11

McBETH FOUNDATION

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**Statement 9 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
GUIDE DOGS FOR THE BLIND 350 LOS RANCHITOS RD. SAN RAFAEL, CA 94903	NONE	PUBLIC	ANIMAL TRAINING	\$ 50,000.
NEW VISTA SCHOOL 23092 MILL CREEK RD. LAGUNA HILLS, CA 92630	NONE	PUBLIC	TECHNOLOGY TRAINING FOR ADVANCEMENT	75,000.
GOLDEN WEST COLLEGE FOUNDATION 15744 GOLDEN WEST STREET HUNTINGTON BEACH, CA 92647	NONE	PUBLIC	HUMAN PATIENT SIMULATOR	50,000.
PROJECT AWARE 30151 TOMAS STREET RCHO. STA. MARGARITA, CA 92688	NONE	PUBLIC	MARINE DEBRIS CERTIFICATE PROGRAM	50,000.
CALIFORNIA CENTER FOR THE ARTS 340 N. ESCONDIDO BLVD. ESCONDIDO, CA 92025	NONE	PUBLIC	PERFORMING ARTS EDUCATION	50,000.
SPIRIT LEAGUE 39198 AVENIDA LA CRESTA MURRIETA, CA 92562	NONE	PUBLIC	SPORTS FOR LEARNING IMPAIRED	20,000.
CASA TERESA P. O. BOX 429 ORANGE, CA 92856	NONE	PUBLIC	INFANT, TODDLER HEALTH DEVELOPMENT	25,000.
GROSSMONT HOSPITAL FOUNDATION P. O. BOX 158 LA MESA, CA 91944	NONE	PUBLIC	NURSE CALL SYSTEM	50,000.
GUIDE DOGS OF THE DESERT P. O. BOX 1692 PALM SPRINGS, CA 92263	NONE	PUBLIC	DOG TRAINING FOR VETS	45,000.
ST. MARY MEDICAL CTR. FOUNDATION 1040 LINDEN AVE. LONG BEACH, CA 90813	NONE	PUBLIC	HOSPITAL	50,000.
HELPING HAND WORLDWIDE 31121 HOLLY DRIVE LAGUNA BEACH, CA 92651	NONE	PUBLIC	FOOD FOR NEEDY, SALARIES AND TRUCK MAINTENANCE	45,000.

Client 11

McBETH FOUNDATION

33-0399736

8/05/13

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**Statement 9 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ORANGE COUNTY SCHOOL OF THE ARTS 1010 N. MAIN STREET SANTA ANA, CA 92701	NONE	PUBLIC	PERFORMING ARTS SCHOOL	\$ 25,000.
LAGUNA BEACH SENIOR CENTER 380 THIRD STREET LAGUNA BEACH, CA 92651	NONE	PUBLIC	SENIOR CARE	50,000.
THE TEEN PROJECT 22431 B160 ANTONIO PARKWAY #527 RANCHO STA MARGARITA, CA 92688	NONE	PUBLIC	EDUCATION & HOUSING FOR TROUBLED TEENS - INTERN PROGRAM	20,000.
COURTNEY'S SAND CASLE FOUNDATION 10 CORTE SAGRADA SAN CLEMENTE, CA 92673	NONE	PUBLIC	SENSORY GARDEN PLAYGROUND.	25,000.
GRANTS WISHES, INC 2034 E. LINCOLN AVE. #159 ANAHEIM, CA 92806	NONE	PUBLIC	GRANT WISHES FOR CHILDREN WITH CANCER	75,000.
SAN ONOFRE FOUNDATION 3030 AVENIDA DEL PRESIDENTE SAN CLEMENTE, CA 92672	NONE	PUBLIC	ENVIRONMENTAL AND HISTORICAL RESEARCH	35,000.
BRIGHTHAVEN, INC. 5465 BRAVO TORO LANE SANTA ROSA, CA 95401	NONE	PUBLIC	CAT CARE	5,000.
ICEC 16269 LAGUNA CANYON RD. IRVINE, CA 92618	NONE	PUBLIC	RESPIT NIGHT FOR PARENTS	10,000.
SANTA FE INSTITUTE 1399 HYDE PARK ROAD SANTA FE, NM 87501	NONE	PUBLIC	GENERAL SUPPORT FOR SCIENTIFIC RESEARCH	20,000.
SAN BERNARDINO MOUNTAINS LAND TRST. P. O. BOX 490 LAKE ARROWHEAD, CA 92352	NONE	PUBLIC	WEBSITE DEVELOPMENT	10,000.

Total \$ 1,347,500.

MCBETH FOUNDATION  
33-0399736

STATEMENTS SUPPORTING FORM 990PF  
Year Ended September 30, 2012

PART II LINE 10 - INVESTMENTS

<u>Name</u>	<u>No. of Shares</u>	<u>Cost Basis</u>	<u>Market Value</u>
LINE 10 b			
CORPORATE STOCKS & ETF's			
ABB Ltd. - Spons ADR	5,000	\$ 78,960	\$ 93,500
Amgen, Inc.	3,500	198,730	295,015
Apple, Inc.	3,800	1,313,359	2,534,999
A T & T, Inc.	4,200	118,392	158,340
Berkshire Hathaway, Inc.	7,750	578,766	683,550
BP PLC - Spons. ADR	2,000	101,538	84,720
Chesapeake Energy Corp.	5,000	154,824	94,350
Chevron Corporation	5,000	307,017	582,800
Cliffs Natural Resources	4,600	336,625	179,998
Coca Cola Company	6,000	206,960	227,580
Corning, Inc.	30,000	504,200	394,500
Deutsche Telekom AG	10,000	101,000	123,300
Diageo PLC	4,000	216,852	450,920
DTE Energy Co.	2,500	112,571	149,850
El Paso Pipeline Partners	10,000	320,466	372,200
Emerson Electric Co.	4,000	194,660	193,080
Encana Corp.	6,000	189,504	131,520
Exxon Mobil Corp.	5,000	322,599	457,250
Freeport-McMoran Copper	10,600	430,925	419,548
General Mills, Inc.	3,000	113,418	119,550
Goldman Sachs Group, Inc.	4,000	481,476	454,720
Google, Inc.	1,000	614,561	754,500
Intel Corp.	2,500	52,739	56,638
International Bus. Machines	2,200	226,615	456,390
Johnson & Johnson	9,400	581,190	647,754
Johnson Controls, Inc.	10,000	236,699	274,000
Kellogg Company	3,000	139,605	154,980
Koninklijke Philips Elecr.	10,000	209,379	234,500
Lloyds Banking Group PLC	25,000	42,375	62,250
McDonalds Corp.	1,500	140,502	137,625
Mosaic Company	5,000	286,963	288,050
National Grid PLC	2,500	116,143	138,400
Onyx Pharmaceuticals, Inc.	1,000	70,690	84,500
Peabody energy Corp.	10,000	242,126	222,900
Petroleo Brasileiro Spon.	5,000	95,326	114,675
Pfizer Incorporated	24,050	462,442	597,643
Potash Corp. of Saskatchewan	2,500	137,185	108,550
Procter & Gamble Co.	3,720	214,642	258,019
Prudential Financial, Inc.	4,000	252,620	218,040
Rio Tinto PLC	15,000	717,612	701,400
Schlumberger, Ltd.	3,000	203,955	216,990
SUBTOTAL		\$11,426,211	\$13,929,094



MCBETH FOUNDATION  
33-0399736

STATEMENTS SUPPORTING FORM 990PF  
Year Ended September 30, 2012

PART II LINE 10 - INVESTMENTS

Name	No. of Shares	Cost Basis	Market Value
LINE 10 b (Cont'd)		11,426,211	13,929,094
Siemens A.G.	3,000	246,979	300,450
SPDR Barclays ET ST	35,000	1,066,247	1,079,400
Target Corp.	10,000	522,164	634,700
Transocean Ltd.	5,000	232,424	224,450
U.S. Bancorp New	12,500	294,054	428,750
Vanguard ST ETF	13,050	1,023,985	1,048,307
Vodafone Group PLC	8,400	234,186	239,400
Weight Watchers Intl.	2,000	98,300	105,600
3M Co.	3,000	246,567	277,259
SUBTOTAL LINE 10 b		15,391,117	18,267,410

MUTUAL FUNDS

Doubleline Funds	136,240	1,500,000	1,553,134
Harbor Fund Int'l.	16,543	584,480	972,920
Wells Fargo Emg. Mkts.	23,932	506,537	519,805
Oppenheimer Dev. Mkts.	16,249	508,149	545,804
Small Cap World Fund	17,202	510,907	669,864
Thornburg Global Opty.	40,626	525,360	652,454
Blackstone/GSO Strat. Cr.	12,500	250,000	250,625
Stone Harbor Emg. Mkts Fixed	10,000	250,000	241,700
TOTAL MUTUAL FUNDS		\$ 4,635,433	\$ 5,406,306

TOTAL LINE 10 b - STOCKS

\$20,026,550	\$23,673,716
=====	=====

LINE 10 c

CORPORATE BONDS

Emerson Electric Co. 4.625%	400,000	394,267	400,824
Tesoro Corp. 6.625%	200,000	198,500	204,048
SBC Communications 5.625%	400,000	401,944	469,200
Oracle Corp. 5.755	400,000	408,720	494,964
Nucor Corp. 5.85%	400,000	402,152	483,888
GTE Corp. 8.750%	200,000	257,612	288,330
Ford Motor Co. 8.8755	200,000	214,500	249,420
TOTAL LINE 10 c - BONDS		\$ 2,277,695	\$ 2,590,674
		=====	=====

MCBETH FOUNDATION  
33-0399736

STATEMENTS SUPPORTING FORM 990PF  
Year Ended September 30, 2012

PART II - LINE 13 - OTHER INVESTMENTS

<u>Name</u>	<u>No. of Units</u>	<u>Cost Basis</u>	<u>Market Value</u>
LINE 13			
OTHER INVESTMENTS		\$	\$
MASTER LIMITED PARTNERSHIPS			
Global Macro Trust	201	160,696	216,923
A.G. Edwards Private Equity Partners QAP II, LP	315,000	156,463	164,168
Campbell Strategic Allocation Fund LP	481	1,205,160	1,216,875
TOTAL LINE 13 - OTHER INVEST.		<u>\$ 1,522,319</u> =====	<u>\$ 1,597,966</u> =====