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

Department of the Treasury
 Internal Revenue Service

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

Open to Public Inspection

For calendar year **2012** or tax year beginning **2012**, and ending **20**

ENVELOPE POSTMARK DATE APR 23 2013

Name of foundation
THE MCWETHY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 1802

City or town, state, and ZIP code
PROVIDENCE, RI 02901-1802

A Employer identification number
36-3912789

B Telephone number (see instructions)
888- 866-3275

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 6,197,133.**

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	150,182.	146,829.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	282,469.			
b	Gross sales price for all assets on line 6a 3,320,200.				
7	Capital gain net income (from Part IV, line 2)		282,469.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	1,412.	1,412.		
12	Total. Add lines 1 through 11	434,063.	430,710.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	52,534.	31,520.		21,014.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 1	1,590.	NONE	NONE	1,590.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	4,606.	2,656.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 3	343.	233.		110.
24	Total operating and administrative expenses. Add lines 13 through 23	59,073.	34,409.	NONE	22,714.
25	Contributions, gifts, grants paid	277,824.			277,824.
26	Total expenses and disbursements Add lines 24 and 25	336,897.	34,409.	NONE	300,538.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	97,166.			
b	Net investment income (if negative, enter -0-)		396,301.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	NONE		
	2	Savings and temporary cash investments	218,568.	274,367.	274,367.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	NONE		
	b	Investments - corporate stock (attach schedule) . STMT 4	4,868,621.	4,911,576.	5,922,766.
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule)	NONE		
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,087,189.	5,185,943.	6,197,133.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	5,087,189.	5,185,943.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	NONE			
30	Total net assets or fund balances (see instructions)	5,087,189.	5,185,943.		
31	Total liabilities and net assets/fund balances (see instructions)	5,087,189.	5,185,943.		

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	5,087,189.
2	Enter amount from Part I, line 27a	2	97,166.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	1,588.
4	Add lines 1, 2, and 3	4	5,185,943.
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	5,185,943.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a PUBLICLY TRADED SECURITIES						
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 3,320,200.		3,037,731.	282,469.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))		
(i) 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			282,469.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	282,469.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3		

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	273,021.	6,075,742.	0.044936
2010	248,817.	5,587,612.	0.044530
2009	306,865.	4,948,536.	0.062011
2008	347,604.	6,228,942.	0.055805
2007	312,851.	7,380,478.	0.042389

2 Total of line 1, column (d)	2	0.249671
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	0.049934
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,166,074.
5 Multiply line 4 by line 3	5	307,897.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,963.
7 Add lines 5 and 6	7	311,860.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	300,538.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 3,577.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and foundation status. Includes handwritten entry 'IL' for line 8a.

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? 13 X
Website address N/A
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275
Located at PO BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X 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)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2012 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 2012) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

Table with 5 columns: (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. Rows include James B. McWethy, Susan McWethy, Karen A. Hagnell, and BANK OF AMERICA, N.A.

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

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title, and average hours per week devoted to position, (c) Compensation, (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances.

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

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

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE -----	
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 NONE -----	
2 -----	
All other program-related investments See instructions 3 NONE -----	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,036,318.
b	Average of monthly cash balances	1b	223,656.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,259,974.
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	NONE
3	Subtract line 2 from line 1d	3	6,259,974.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,900.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,166,074.
6	Minimum investment return. Enter 5% of line 5	6	308,304.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	308,304.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,926.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,926.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	300,378.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	300,378.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	300,378.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	300,538.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	300,538.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	300,538.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				300,378.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			277,824.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 300,538.				
a Applied to 2011, but not more than line 2a			277,824.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				22,714.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				277,664.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)

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

JAMES B MCWETHY

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a Paid during the year</p> <p>SEE STATEMENT 14</p>				<p>277,824.</p>
<p>Total ▶ 3a</p>				<p>277,824.</p>
<p>b Approved for future payment</p>				
<p>Total ▶ 3b</p>				

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,590.			1,590.
TOTALS	1,590.	NONE	NONE	1,590.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,556.	1,556.
EXCISE TAX ESTIMATES	1,950.	
FOREIGN TAXES ON QUALIFIED FOR	878.	878.
FOREIGN TAXES ON NONQUALIFIED	222.	222.
TOTALS	4,606.	2,656.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	110.		110.
OTHER INVESTMENT FEE	233.	233.	
TOTALS	343.	233.	110.

THE MCWETHY FOUNDATION

36-3912789

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----

SEE ATTACHED STATEMENT

4,911,576.

5,922,766.

TOTALS

4,911,576.

5,922,766.

=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
REFUND OF FOREIGN TAX WITHHELD	219.
CARRYING VALUE ADJUSTMENT	231.
INCOME ADJ	346.
ROUNDING	14.
TYE SALES ADJ	778.

TOTAL	1,588.
	=====

RECIPIENT NAME:

THE MCWETHY FOUNDATION

ADDRESS:

C/O BANK OF AMERICA, N.A., 231 S. LASALLE ST.
CHICAGO, IL 60697

RECIPIENT'S PHONE NUMBER: 312-828-2055

FORM, INFORMATION AND MATERIALS:

NO FORMAL APPLICATION REQUIRED

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

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RECIPIENT NAME:

SNC YOUTH WRESTLING

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

CENTER FOR COMPETITIVE POLITICS

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

LURIE CHILDREN'S HOSPITAL

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

Alzheimer Association

ADDRESS:

225 N MICHIGAN AVE,
Chicago, IL 60601

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

American Heart Association
Association

ADDRESS:

208 SOUTH LASALLE ST.
Chicago, IL 60604

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Augustana College
Education Dept.

ADDRESS:

639 38TH ST.
Rock Island, IL 61201

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CATO Institute

ADDRESS:

1000 MASSACHUSETTS AVE., NW
Washington, DC 20002

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

Children's Brittle Bone

ADDRESS:

7701 95TH ST.

Pleasant Prarie, WI 53158

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

Cornell College

ADDRESS:

600 FIRST ST., SW

West Mount Vernon, IA 52314

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 102,824.

RECIPIENT NAME:

Disabled American
Veterans

ADDRESS:

536 N. CLARK ST.

Chicago, IL 60610

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

DuPage Community
Foundation

ADDRESS:

P.O. BOX 467
Wheaton, IL 60189

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

DuPage Easter Seals

ADDRESS:

830 S. ADDISON ST.
Villa Park, IL 60181

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

Heartland Institute

ADDRESS:

19 S LASALLE ST., SUITE 903
Chicago, IL 60603

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

Make A Wish Foundation

ADDRESS:

640 N. LASALLE ST.
Chicago, IL 60610

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

Media Research Center

ADDRESS:

325 S. PATRICK ST.
Alexandria, VA 22314

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

The Morton Arboretum

ADDRESS:

ROUTE 53
Lisle, IL 60532

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

Suny-Cobleskill/Plant Science

ADDRESS:

STATE ROUTE 7
Cobleskill, NY 12043-1701

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

University of Chicago

ADDRESS:

5807 S. WOODLAWN,
Chicago, IL 60637

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

The Smile Train

ADDRESS:

PO BOX 96231
Washington, DC 20090

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

Foundation for Teaching

ADDRESS:

260 RUSSELL BLVD SUITE B
Davis, CA 95616

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

The Heritage Foundation

ADDRESS:

214 MASSACHUSETTS AVENUE
Washington, DC 20002-4999

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Fund for American Studies

ADDRESS:

1706 NEW HAMPSHIRE AVE NW
Washington, DC 20009

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

Illinois Policy Institute

ADDRESS:

190S. LASALLE ST STE 1630

Chicago, IL 60603

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Leukemia & Lymphoma Soci

ADDRESS:

6651 WASHINGTON BLVD STE 400

Chicago, IL 60661

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Freedomworks

ADDRESS:

400 NORTH CAPITOL STREET

Washington, DC 20001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID: 277,824.

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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

THE MCWETHY FOUNDATION
 36-3912789
 Balance Sheet
 12/31/2012



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	274367.320	274,367.32	274,367.32
00206R102	AT&T INC	1614 000	53,428.86	54,407.94
002824100	ABBOTT LABS	517 000	6,566.58	33,863.50
004498101	ACI WORLDWIDE INC	357.000	13,733.20	15,597.33
00508X203	ACTUANT CORP	449 000	12,793.27	12,531.59
008252108	AFFILIATED MANAGERS GROUP	123.000	11,717.04	16,008.45
00971T101	AKAMAI TECHNOLOGIES INC	372.000	10,533.37	15,218.52
009728106	AKORN INC	1082 000	15,697.09	14,455.52
018805101	ALLIANZ SE	571.000	6,769.84	7,889.51
02209S103	ALTRIA GROUP INC	737.000	12,086.06	23,171.28
023135106	AMAZON COM INC	42.000	7,461.60	10,536.54
02364W105	AMERICA MOVIL S A B DE C V	214 000	5,210.29	4,951.96
025537101	AMERICAN ELEC PWR INC	354 000	10,958.63	15,108.72
025816109	AMERICAN EXPRESS CO	482 000	18,531.89	27,705.36
026874784	AMERICAN INTL GROUP INC	307 000	10,658.52	10,837.10
03027X100	AMERICAN TOWER CORP	546 000	39,755.83	42,189.42
031100100	AMETEK INC NEW	463.000	12,977.54	17,394.91
031162100	AMGEN INC	353.000	22,829.23	30,428.60
032359309	AMTRUST FINL SVCS INC	579 000	15,450.63	16,611.51
03662Q105	ANSYS INC	225 000	12,667.53	15,151.50
037833100	APPLE INC	139 000	33,513.06	73,972.03
043400100	ASAHI KASEI CORP	540 000	5,515.68	6,332.58
045327103	ASPEN TECHNOLOGY INC	463.000	8,490.89	12,797.32
053015103	AUTOMATIC DATA PROCESSING INC	427.000	15,493.77	24,309.11
053332102	AUTOZONE INC	109 000	39,313.88	38,632.87
05382A104	AVIVA PLC	490 000	5,360.60	6,080.90
055262505	BASF SE	73 000	4,318.50	6,847.69
055434203	BG GROUP PLC	197.000	4,012.10	3,242.23
055622104	BP P L C	180 000	7,086.73	7,495.20
05565A202	BNP PARIBAS	230.000	7,995.55	6,456.56
059578104	BANCO DO BRASIL S A	362 000	4,941.15	4,526.09
06738E204	BARCLAYS PLC	279 000	4,073.96	4,832.28
072730302	BAYER A G	76 000	4,139.74	7,203.20
073302101	BE AEROSPACE INC	323.000	12,298.01	15,956.20

THE MCWETHY FOUNDATION
 36-3912789
 Balance Sheet
 12/31/2012



Cusip	Asset	Units	Basis	Market Value
073685109	BEACON ROOFING SUPPLY INC	328 000	9,173 21	10,915 84
077454106	BELDEN INC	453 000	13,847 73	20,380.47
088606108	BHP BILLITON LTD	285.000	20,457 57	22,349 70
09062X103	BIOGEN IDEC INC	446 000	46,804.83	65,281 02
09247X101	BLACKROCK INC	100 000	15,686.53	20,671.00
097023105	BOEING CO	381 000	26,186 85	28,712.16
110122108	BRISTOL MYERS SQUIBB CO	2441 000	76,264.85	79,552.19
124857202	CBS CORP	1598 000	57,845 09	60,803 90
12572Q105	CME GROUP INC	340 000	17,094 62	17,227 80
125896100	CMS ENERGY CORP	449.000	9,673 66	10,946 62
126132109	CNOOC LTD	17.000	3,293 22	3,740 00
144285103	CARPENTER TECHNOLOGY CORP	237 000	10,188.91	12,236 31
15639K300	CENTRICA PLC	244.000	5,337 96	5,292 60
166764100	CHEVRON CORP	634.000	54,699 45	68,560 76
169656105	CHIPOTLE MEXICAN GRILL INC	70.000	17,223 30	20,822 20
171232101	CHUBB CORP	330 000	22,222 56	24,855 60
171779309	CIENA CORP	960.000	12,973 19	15,072 00
17243V102	CINEMARK HLDGS INC	447.000	10,519 85	11,613 06
172755100	CIRRUS LOGIC CORP	406 000	10,779 15	11,761 82
172967424	CITIGROUP INC	1189.000	46,223.36	47,036 84
18683K101	CLIFFS NAT RES INC	277.000	12,381.07	10,683 89
197199813	COLUMBIA ACORN INTERNATIONAL	4222.394	164,386.81	172,442 57
19765Y886	COLUMBIA BOND FUND	59841.985	508,162.97	566,105.18
20030N101	COMCAST CORP	511 000	19,131.75	19,090 96
200340107	COMERICA INC	497 000	14,130 27	15,078 98
225401108	CREDIT SUISSE GROUP	337.000	9,979 21	8,276.72
231021106	CUMMINS INC	258 000	25,946 67	27,954.30
23251P102	CYBERONICS INC	148.000	7,440.09	7,774 44
235851102	DANAHER CORP DEL	404 000	16,212.90	22,583.60
25030W100	DESARROLLADORA HOMEX S A DE	122 000	2,398.48	1,522 56
251561304	DEUTSCHE LUFTHANSA A G	322.000	5,208.61	6,045 23
25243Q205	DIAGEO PLC	334.000	23,856.02	38,937 72
253393102	DICKS SPORTING GOODS INC	192.000	9,685.42	8,734 08
253868103	DIGITAL RLTY TR INC	247.000	15,694 59	16,768.83

THE MCWETHY FOUNDATION
 36-3912789
 Balance Sheet
 12/31/2012



Cusip	Asset	Units	Basis	Market Value
256677105	DOLLAR GEN CORP	430 000	22,441.41	18,958.70
25746U109	DOMINION RES INC VA NEW	194 000	9,834.69	10,049.20
260003108	DOVER CORP	516 000	20,959.82	33,906.36
263534109	DU PONT E I DE NEMOURS & CO	568 000	27,014.09	25,547.79
278642103	EBAY INC	811 000	40,505.95	41,359.13
291011104	EMERSON ELEC CO	288.000	14,033.29	15,252.48
29444U502	EQUINIX INC	149 000	28,416.52	30,723.80
30219G108	EXPRESS SCRIPTS HLDG CO	802 000	45,556.94	43,308.00
30231G102	EXXON MOBIL CORP	757.000	52,698.66	65,518.35
302491303	F M C CORP	201.000	9,764.05	11,762.52
316645100	FIFTH & PAC COS INC	843.000	10,963.38	10,495.35
31942D107	FIRST CASH FINANCIAL SERVICES	259 000	11,040.04	12,851.58
320517105	FIRST HORIZON NATL CORP	1115 000	11,454.64	11,049.65
36191G107	GNC HLDGS INC	833 000	31,003.88	27,722.24
375558103	GILEAD SCIENCES INC	848 000	54,298.16	62,285.60
37733W105	GLAXOSMITHKLINE PLC	863 000	37,802.63	37,514.61
38259P508	GOOGLE INC	31 000	21,442.46	21,928.78
384802104	GRAINGER W W INC	237 000	47,372.94	47,961.69
398905109	GROUP 1 AUTOMOTIVE INC	196.000	9,606.44	12,150.04
40425J101	HMS HLDGS CORP	290.000	7,677.96	7,516.80
404280406	HSBC HLDGS PLC	127 000	5,395.11	6,739.89
410693105	HANNOVER RUECKVERSICHERUNG	149 000	3,531.30	5,791.03
423074103	HEINZ H J CO	508 000	23,041.54	29,301.44
428291108	HEXCEL CORP NEW	598 000	14,396.69	16,122.08
433578507	HITACHI LIMITED	97.000	5,678.66	5,654.13
437076102	HOME DEPOT INC	1775.000	51,325.11	109,783.75
438516106	HONEYWELL INTL INC	479.000	22,067.70	30,402.13
45168D104	IDEXX LABS INC	145.000	11,901.98	13,456.00
45256B101	IMPAX LABORATORIES INC	411 000	11,050.23	8,421.39
453142101	IMPERIAL TOBACCO GROUP PLC	50 000	3,077.35	3,857.30
456837103	ING GROEP N V	630.000	5,524.53	5,978.70
458140100	INTEL CORP	2043.000	41,423.80	42,126.66
459200101	INTERNATIONAL BUSINESS MACHS	337.000	29,440.12	64,552.35
46120E602	INTUITIVE SURGICAL INC	63 000	32,197.25	30,893.31

THE MCWETHY FOUNDATION
 36-3912789
 Balance Sheet
 12/31/2012



Cusip	Asset	Units	Basis	Market Value
464287234	ISHARES MSCI EMERGING MKTS INDEX	5799 000	199,670 08	257,185.65
46625H100	J P MORGAN CHASE & CO	942 000	40,577.61	41,418 89
478160104	JOHNSON & JOHNSON	461 000	30,248 86	32,316.10
494368103	KIMBERLY CLARK CORP	354.000	25,160.32	29,888.22
49456B101	KINDER MORGAN INC DEL	1309.000	43,157.19	46,246.97
497266106	KIRBY CORP	201.000	10,149.27	12,439 89
50015Q100	KODIAK OIL & GAS CORP	1303.000	9,564.42	11,531 55
500458401	KOMATSU LTD	242 000	6,102 77	6,112 68
500467402	KONINKLIJKE AHOLD NV	403.000	5,230 94	5,384 89
50127R103	KURARAY CO LTD	101 000	4,506 49	3,942 33
501889208	LKQ CORP	926.000	16,019 11	19,538 60
518439104	LAUDER ESTEE COS INC	284.000	8,719 94	17,000 24
530555101	LIBERTY GLOBAL INC	441.000	26,346 23	27,765 36
532716107	LIMITED BRANDS INC	442.000	20,167 16	20,800 52
53578A108	LINKEDIN CORP	94.000	8,640 81	10,793 08
54338V101	LONZA GROUP AG	777 000	3,958 49	4,190 36
548661107	LOWES COS INC	1175 000	42,014 23	41,736.00
550021109	LULULEMON ATHLETICA INC	481 000	30,795 86	36,666.63
55402X105	MWI VETERINARY SUPPLY INC	95 000	9,172 49	10,450.00
55616P104	MACYS INC	248 000	9,979.77	9,676.96
571748102	MARSH & MCLENNAN COS INC	600.000	20,625.28	20,682 00
580135101	MCDONALDS CORP	656.000	40,474.53	57,865 76
58933Y105	MERCK & CO INC	1041.000	38,292.52	42,618 54
589433101	MEREDITH CORP	317.000	8,819 23	10,920 65
59156R108	METLIFE INC	255 000	12,770 80	8,399 70
594918104	MICROSOFT CORP	1845 000	51,476 21	49,279.40
596278101	MIDDLEBY CORP	95 000	9,915 32	12,179.95
606769305	MITSUBISHI CORP	129 000	5,545.71	4,914.38
606822104	MITSUBISHI UFJ FINL GROUP INC	1083 000	5,508.43	5,869.86
61166W101	MONSANTO CO	599.000	28,767.06	56,695 35
62474M108	MTN GROUP LTD	228.000	3,728.92	4,772 72
632525408	NATIONAL AUSTRALIA BK LTD	108.000	2,788.92	2,803 14
636518102	NATIONAL INSTRS CORP	296.000	7,384.87	7,639 76
637071101	NATIONAL OILWELL VARCO INC	644.000	44,204.66	44,017 40

THE MCWETHY FOUNDATION
36-3912789
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
65339F101	NEXTERA ENERGY INC	217 000	11,393 41	15,014 23
653656108	NICE SYS LTD	199 000	7,171.34	6,662.52
654106103	NIKE INC	766 000	20,038.91	39,525 60
654744408	NISSAN MOTORS	340.000	6,865.46	6,378.06
655664100	NORDSTROM INC	238 000	5,290.13	12,733.00
66987V109	NOVARTIS A G	63.000	3,302 46	3,987 90
67020Y100	NUANCE COMMUNICATIONS INC	320.000	6,236 25	7,142 40
674215108	OASIS PETE INC NEW	287.000	6,801 76	9,126 60
674599105	OCCIDENTAL PETE CORP DEL	299 000	16,042.07	22,906 39
693475105	PNC FINL SVCS GROUP INC	423 000	28,118.97	24,665 13
693483109	POSCO	68 000	5,646.47	5,586.20
701094104	PARKER HANNIFIN CORP	157 000	6,640.59	13,354 42
714290103	PERRIGO CO	97 000	10,554.66	10,090.91
71654V408	PETROLEO BRASILEIRO SA PETROBR	226 000	7,965.54	4,400 22
717081103	PFIZER INC	2260 000	35,373 70	56,679.22
718172109	PHILIP MORRIS INTL INC	828 000	17,623.58	69,253.92
731068102	POLARIS INDS INC	238 000	17,283.85	20,027.70
740189105	PRECISION CASTPARTS CORP	288 000	39,715.97	54,552 96
74144T108	PRICE T ROWE GROUP INC	260 000	6,998.87	16,930.45
741503403	PRICELINE COM INC	65 000	18,430.26	40,325 35
742718109	PROCTER & GAMBLE CO	421.000	26,680.75	28,581.69
743606105	PROSPERITY BANCSHARES INC	311.000	12,484 50	13,062 00
74435K204	PRUDENTIAL PLC	207.000	3,973 24	5,909 85
74460D109	PUBLIC STORAGE INC	97.000	11,147 76	14,061 12
747525103	QUALCOMM INC	951.000	55,238 34	58,828 48
749685103	RPM INTL INC	593.000	13,203 54	17,410 48
755111507	RAYTHEON CO	446.000	20,282 18	25,671 76
758204200	REED ELSEVIER NV	183 000	4,397 62	5,413 14
767204100	RIO TINTO PLC	101 000	5,082.41	5,867.09
771195104	ROCHE HLDG LTD	119 000	4,459.81	5,980.23
777779307	ROSETTA RES INC	183 000	6,556.10	8,293.56
780259107	ROYAL DUTCH SHELL PLC	97 000	4,978.51	6,876.33
780259206	ROYAL DUTCH SHELL PLC	724 000	48,522.13	49,919.80
80105N105	SANOFI	157.000	5,779 53	7,438 66

THE MCWETHY FOUNDATION
 36-3912789
 Balance Sheet
 12/31/2012



Cusip	Asset	Units	Basis	Market Value
806857108	SCHLUMBERGER LTD	871 000	60,847.56	60,359.08
81616X103	SELECT COMFORT CORP	270 000	6,823.71	7,065.90
816851109	SEMPRA ENERGY	370 000	20,724.04	26,247.80
824348106	SHERWIN WILLIAMS CO	237 000	20,462.37	36,455.34
826197501	SIEMENS A G	35.000	4,362.23	3,831.45
828806109	SIMON PPTY GROUP INC NEW	65.000	10,155.73	10,275.85
83175M205	SMITH & NEPHEW PLC	104 000	5,003.41	5,761.60
83364L109	SOCIETE GENERALE FRANCE	747 000	5,519.77	5,582.33
855244109	STARBUCKS CORP	618 000	20,216.53	33,143.34
85590A401	STARWOOD HOTELS & RESORTS	1157 000	53,240.08	66,365.52
85771P102	STATOIL ASA	241 000	6,314.04	6,034.64
86562X106	SUMITOMO MITSUI TR HLDGS INC	1261 000	4,364.14	4,389.54
872540109	TJX COS INC NEW	1768 000	42,729.72	75,051.60
87817A107	TEAM HEALTH HOLDINGS INC	540 000	11,992.71	15,535.80
87927Y102	TELECOM ITALIA S P A	256 000	2,405.25	2,316.80
881624209	TEVA PHARMACEUTICAL INDS LTD	156 000	6,389.64	5,825.04
88224Q107	TEXAS CAP BANCSHARES INC	187 000	7,008.35	8,381.34
882508104	TEXAS INSTRS INC	486 000	15,353.31	15,012.54
88632Q103	TIBCO SOFTWARE INC	706 000	17,090.67	15,517.88
887317303	TIME WARNER INC	677 000	23,059.66	32,380.91
892356106	TRACTOR SUPPLY CO	82.000	7,047.86	7,245.52
896239100	TRIMBLE NAVIGATION LTD	285.000	12,776.66	17,037.30
902788108	UMB FINL CORP	294 000	14,161.39	12,883.08
902973304	US BANCORP DEL	1712 000	43,917.81	54,681.28
90384S303	ULTA SALON COSMETICS &	75 000	6,406.50	7,369.50
904214103	UMPQUA HLDGS CORP	800.000	9,588.40	9,432.00
907818108	UNION PAC CORP	206.000	8,329.61	25,898.32
911163103	UNITED NAT FOODS INC	224 000	12,462.13	12,004.16
911363109	UNITED RENTALS INC	119.000	5,321.36	5,416.88
913017109	UNITED TECHNOLOGIES CORP	130.000	5,164.25	10,661.30
915436109	UPM KYMMENE CORP	433.000	4,847.78	5,026.26
918204108	V F CORP	62.000	10,478.26	9,360.14
920253101	VALMONT INDS INC	137 000	14,689.69	18,707.35
92343V104	VERIZON COMMUNICATIONS INC	1443 000	50,317.84	62,438.61

THE MCWETHY FOUNDATION
 36-3912789
 Balance Sheet
 12/31/2012



Cusip	Asset	Units	Basis	Market Value
92826C839	VISA INC	439 000	37,771.79	66,543.62
928563402	VMWARE INC	372 000	36,590.22	35,020.08
928662303	VOLKSWAGEN AG	179.000	5,548 50	7,681 61
929160109	VULCAN MATLS CO	243 000	12,532 26	12,648.15
931142103	WAL-MART STORES INC	265 000	15,388 47	18,080 95
94106L109	WASTE MGMT INC DEL	352 000	10,870 43	11,876.48
949746101	WELLS FARGO & CO	3060 000	92,342 67	104,590.80
949746879	WELLS FARGO & CO NEW	491.000	9,883.43	14,410.85
95082P105	WESCO INTL INC	189 000	10,325 54	12,744.27
95709T100	WESTAR ENERGY INC	490 000	14,335 26	14,023.80
960908309	WESTPORT INNOVATIONS INC	248 000	5,566 36	6,624.08
976657106	WISCONSIN ENERGY CORP	281 000	9,604 95	10,354.85
978097103	WOLVERINE WORLD WIDE INC	169 000	7,417 61	6,925.62
98212B103	WPX ENERGY INC	438 000	7,420 42	6,517.44
983134107	WYNN RESORTS LTD	405 000	45,293 52	45,558.45
988498101	YUM BRANDS INC	285 000	12,288 68	18,924.00
989825104	ZURICH INS GROUP LTD	276 000	6,527 40	7,339.12
G1151C101	ACCENTURE PLC	731 000	38,365 73	48,611.50
H0023R105	ACE LTD	215 000	16,683 16	17,157.00
H6169Q108	PENTAIR LTD	704 000	32,242 83	34,601 60
N53745100	LYONDELLBASELL INDUSTRIES NV	1032 000	52,808 07	58,916 88
		Totals	5,185,942 94	6,197,132 67