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

2012

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 2012, or tax year beginning 10/01, 2012, and ending 9/30, 2013

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) \$ 28,647,254.  
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)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	6,280.	6,280.	6,280.	
4 Dividends and interest from securities	755,685.	755,685.	755,685.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	290,188.			
b Gross sales price for all assets on line 6a	6,683,901.			
7 Capital gain net income (from Part IV, line 2)		290,188.		
8 Net short-term capital gain			142,543.	
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	-105,564.	-105,564.		
12 Total. Add lines 1 through 11	946,589.	946,589.	904,508.	
13 Compensation of officers, directors, trustees, etc	120,000.	60,000.		60,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	113.	113.		
b Accounting fees (attach sch)	8,360.	8,360.		
c Other prof fees (attach sch)	302,280.	272,280.		30,000.
17 Interest	561.	561.		
18 Taxes (attach schedule) (see instructions)	5,971.	5,971.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,641.			1,641.
22 Printing and publications				
23 Other expenses (attach schedule)				
See Statement 6	12,743.	8,178.		4,565.
24 Total operating and administrative expenses. Add lines 13 through 23	451,669.	355,463.		96,206.
25 Contributions, gifts, grants paid Part XV	1,355,000.			1,355,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,806,669.	355,463.	0.	1,451,206.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-860,080.			
b Net investment income (if negative, enter -0-)		591,126.		
c Adjusted net income (if negative, enter -0-)			904,508.	

614

H

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				
	2 Savings and temporary cash investments	122,273.	151,235.	151,235.	
	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.	27,427.	27,427.	
	10a Investments — U.S. and state government obligations (attach schedule)				
	b Investments — corporate stock (attach schedule)	20,026,550.	19,778,184.	25,035,000.	
	c Investments — corporate bonds (attach schedule)	2,277,695.	1,684,928.	1,881,080.	
	11 Investments — land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)					
12 Investments — mortgage loans					
13 Investments — other (attach schedule)	1,522,319.	1,480,389.	1,552,512.		
14 Land, buildings, and equipment basis					
Less: accumulated depreciation (attach schedule)					
15 Other assets (describe)					
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	23,982,243.	23,122,163.	28,647,254.		
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
FUNDS AND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24 Unrestricted	23,982,243.	23,122,163.		
	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)	23,982,243.	23,122,163.		
	31 Total liabilities and net assets/fund balances (see instructions)	23,982,243.	23,122,163.		

## 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	23,982,243.
2 Enter amount from Part I, line 27a	2	-860,080.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	23,122,163.
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	23,122,163.

**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 7				
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			(i) 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	290,188.
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	142,543.

**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))
2011	1,411,433.	26,977,176.	0.052320
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

2 Total of line 1, column (d)	2	0.248069
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	0.049614
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	27,974,067.
5 Multiply line 4 by line 3	5	1,387,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,911.
7 Add lines 5 and 6	7	1,393,816.
8 Enter qualifying distributions from Part XII, line 4	8	1,451,206.

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	5,911.
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	5,911.
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	5,911.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	33,398.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	33,398.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	27,487.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 27,487. Refunded <input type="checkbox"/> 0.	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) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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>N/A</u>	15		N/A
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
	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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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?		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? 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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)		N/A
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>		
3 a 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 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)		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

5b N/A

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?

N/A ☐ Yes ☐ No

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

6b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b N/A

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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 8		120,000.	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	302,280.
TODHUNTER & ASSOCIATES, INC. 18818 TELLER AVE. #109 IRVINE, CA 92612	AUDIT	8,360.
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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**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>	28,158,266.
<b>b</b> Average of monthly cash balances	<b>1b</b>	241,802.
<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>	28,400,068.
<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>	28,400,068.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	426,001.
<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>	27,974,067.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	1,398,703.

**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>	1,398,703.
<b>2a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	5,911.
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	5,911.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,392,792.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	1,392,792.
<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>	1,392,792.

**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>	1,451,206.
<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>	1,451,206.
<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>	5,911.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1,445,295.

**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				1,392,792.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	81,564.			
b From 2008				
c From 2009	15,736.			
d From 2010	56,165.			
e From 2011	75,762.			
f Total of lines 3a through e	229,227.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,451,206.				
a Applied to 2011, 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 2012 distributable amount				1,392,792.
e Remaining amount distributed out of corpus	58,414.			
5 Excess distributions carryover applied to 2012 (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	287,641.			
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 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	81,564.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	206,077.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	15,736.			
c Excess from 2010	56,165.			
d Excess from 2011	75,762.			
e Excess from 2012	58,414.			

N/A

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

**(4) Gross investment income**

[illegible]

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

### 1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 9

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a</i> Paid during the year See Statement 10				
<b>Total</b>			<b>▶ 3a</b>	1,355,000.
<i>b</i> Approved for future payment				
<b>Total</b>			<b>▶ 3b</b>	





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## Federal Statements

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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.	\$ -3,382.	-3,382.	
CAMPELL STRATEGIC ALLOC.	-86,390.	-86,390.	
EL PASO PIPELINE PTNRS K1	-1,274.	-1,274.	
GLOBAL MACRO TRUST - K-1	-14,518.	-14,518.	
<b>Total</b>	<b>\$ -105,564.</b>	<b>\$ -105,564.</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	\$ 113.	\$ 113.		
<b>Total</b>	<b>\$ 113.</b>	<b>\$ 113.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**Statement 3**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fee	\$ 8,360.	\$ 8,360.		
<b>Total</b>	<b>\$ 8,360.</b>	<b>\$ 8,360.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**Statement 4**  
**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	\$ 302,280.	\$ 272,280.		\$ 30,000.
<b>Total</b>	<b>\$ 302,280.</b>	<b>\$ 272,280.</b>	<b>\$ 0.</b>	<b>\$ 30,000.</b>

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**Statement 5**  
**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 .	\$ 5,971.	\$ 5,971.		
Total	<u>\$ 5,971.</u>	<u>\$ 5,971.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 6**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Withheld	\$ 7,673.	\$ 7,673.		
Other Costs	505.	505.		
Web Development	4,565.			\$ 4,565.
Total	<u>\$ 12,743.</u>	<u>\$ 8,178.</u>	<u>\$ 0.</u>	<u>\$ 4,565.</u>

**Statement 7**  
**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	400000 EMERSON ELECTRIC	Purchased	1/21/2010	10/15/2012
2	2300 CLIFFS NATURAL RESOURCES	Purchased	5/17/2011	10/31/2012
3	2300 CLIFFS NATURAL RESOURCES	Purchased	3/06/2012	10/31/2012
4	2500 DFE ENERGY	Purchased	11/16/2010	10/31/2012
5	2500 INTEL	Purchased	11/16/2010	10/31/2012
6	10000 STONE HARBOR EMERGING	Purchased	12/22/2010	10/31/2012
7	1050 VANGUARD ST ETF	Purchased	8/25/2011	11/13/2012
8	200000 TESORO 6.625%	Purchased	8/18/2010	11/02/2012
9	9964.534 OPPENHEIMER DEV. MKTS	Purchased	Various	11/01/2012
10	6241.478 OPPENHEIMER DEV. MKTS	Purchased	Various	11/01/2012
11	5000 BARCLAYS ST SPDR	Purchased	1/25/2011	1/23/2013
12	10000 EL PASO NAT GAS	Purchased	5/23/2012	2/06/2013
13	10000 JOHNSON CONTROLS	Purchased	7/25/2012	2/06/2013
14	10000 PEABODY ENERGY CORP	Purchased	5/23/2012	2/06/2013
15	5000 ABB LTD ADR	Purchased	7/25/2012	5/07/2013
16	12500 BLACKSTONE STRATEGIC	Purchased	9/25/2012	5/07/2013
17	5000 EXELON CORP	Purchased	10/31/2012	5/07/2013
18	25000 LLOYDS BANK	Purchased	11/15/2011	5/07/2013
19	2500 NATIONAL GRID	Purchased	11/11/2010	5/07/2013
20	5000 PETROLEO BRASIL	Purchased	7/25/2012	5/07/2013
21	10000 PIMCO DYNAMIC	Purchased	1/28/2013	5/07/2013
22	2500 POTASH	Purchased	8/16/2011	5/07/2013
23	5000 CHESAPEAKE ENERGY	Purchased	2/15/2011	8/06/2013
24	1000 CHEVRON	Purchased	1/21/2010	8/06/2013
25	30000 CORNING	Purchased	2/15/2011	8/06/2013
26	6000 ENCANA CORP	Purchased	5/04/2010	8/06/2013
27	200 IBM	Purchased	1/21/2011	8/06/2013



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Statement 7 (continued)  
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
28	1000 JOHNSON & JOHNSON	Purchased	1/21/2010	8/06/2013
29	5000 MOSAIC CO	Purchased	8/16/2011	8/06/2013
30	1000 MELLENOX TECH	Purchased	10/18/2012	8/06/2013
31	167.001 WELLS FARGO ADV EMERG.	Purchased	12/14/2012	8/06/2013
32	23932.105 WELLS FARGO ADV EMERG.	Purchased	12/20/2010	8/06/2013
33	4050 PFIZER	Purchased	1/21/2010	8/06/2013
34	1000 PRUDENTIAL FINANCIAL	Purchased	5/17/2011	8/06/2013
35	8775.685 SMALLCAP WORLD FUND	Purchased	2/08/2010	8/06/2013
36	2000 WEIGHTWATCHERS	Purchased	7/25/2012	8/06/2013
37	K-1 SHORT TERM GAINS	Purchased	Various	Various
38	K-1 LONG TERM BAINS	Purchased	Various	Various
39	K-1 SEC 1231 GAINS	Purchased	Various	Various
40	K-1 STRADDLES	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	400,000.		394,267.	5,733.				\$ 5,733.
2	85,006.		198,624.	-113,618.				-113,618.
3	85,006.		138,000.	-52,994.				-52,994.
4	154,747.		112,571.	42,176.				42,176.
5	55,024.		52,739.	2,285.				2,285.
6	244,181.		250,000.	-5,819.				-5,819.
7	84,460.		82,244.	2,216.				2,216.
8	202,208.		198,500.	3,708.				3,708.
9	337,598.		301,422.	36,176.				36,176.
10	212,918.		206,726.	6,192.				6,192.
11	153,819.		151,878.	1,941.				1,941.
12	410,078.		308,092.	101,986.				101,986.
13	311,007.		236,699.	74,308.				74,308.
14	241,695.		242,126.	-431.				-431.
15	113,661.		78,960.	34,701.				34,701.
16	246,925.		250,000.	-3,075.				-3,075.
17	177,043.		178,649.	-1,606.				-1,606.
18	85,498.		42,375.	43,123.				43,123.
19	158,898.		116,143.	42,755.				42,755.
20	97,305.		95,326.	1,979.				1,979.
21	252,750.		250,000.	2,750.				2,750.
22	107,440.		137,185.	-29,745.				-29,745.
23	124,730.		154,824.	-30,094.				-30,094.
24	123,393.		61,403.	61,990.				61,990.
25	449,873.		504,200.	-54,327.				-54,327.
26	105,554.		189,504.	-83,950.				-83,950.
27	38,221.		20,601.	17,620.				17,620.
28	93,738.		61,829.	31,909.				31,909.
29	202,460.		286,962.	-84,502.				-84,502.
30	45,047.		82,800.	-37,753.				-37,753.
31	3,560.		3,701.	-141.				-141.
32	508,318.		506,536.	1,782.				1,782.
33	118,339.		77,875.	40,464.				40,464.
34	80,850.		63,155.	17,695.				17,695.
35	410,000.		259,497.	150,503.				150,503.
36	74,640.		98,300.	-23,660.				-23,660.
37	16,627.		0.	16,627.				16,627.
38	18,588.		0.	18,588.				18,588.

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**Statement 7 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
39	770.		0.	770.				\$ 770.
40	51,926.		0.	51,926.				51,926.
Total								<u>\$ 290,188.</u>

**Statement 8**  
**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 5.00	\$ 60,000.	\$ 0.	\$ 0.
Norm Timmons 3017 Rockdale Lane San Diego, CA 91977	Board Member 2.00	30,000.	0.	0.
Skye Woods P. O. Box 1161 Cedar Glen, CA 92321	Board Member 2.00	30,000.	0.	0.
Tim Metcalf 19800 MacArthur Blvd. Irvine, CA 92623	Board Member 4.00	0.	0.	0.
Amy Leite 19800 MacArthur Blvd. Irvine, CA 92623	Board Member 3.00	0.	0.	0.
Total		<u>\$ 120,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 9**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program:

Name:

Amy Holmes

Care Of:

Wells Fargo Advisors

Street Address:

19800 MacArthur Blvd. #1400

City, State, Zip Code:

Irvine, CA 92623

Telephone:

E-Mail Address:

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

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**Statement 9 (continued)**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Submission Deadlines:  
 Restrictions on Awards:

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.  
 May 31st.  
 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.

**Statement 10**  
**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	FORCE PLATE PROJECT	\$ 35,000.
CHOC CHILDREN'S FOUNDATION 455 S. MAIN STREET ORANGE, CA 92868	NONE	PUBLIC	COMMITTMENT 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	BIOINFORMATICS STATION	60,000.
SOUTH COAST SYMPHONY 13642 WINTHROPE STREET SANTA ANA, CA 92705	NONE	PUBLIC	FAMILY CONCERT PLAN, MARKETING	50,000.
LAGUNA ART MUSEUM 307 CLIFF DRIVE LAGUNA BEACH, CA 92651	NONE	PUBLIC	ART EDUCATION & PROGRAMS	50,000.
LAGUNA COLLEGE OF ART 2222 LAGUNA CANYON RD. LAGUNA BEACH, CA 92651	NONE	PUBLIC	TECHNOLOGY - VISUAL COMMUNICATION	80,000.
PACIFIC MARINE MAMMAL CENTER 20612 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651	NONE	PUBLIC	FOOD, MEDICATION	100,000.

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**Statement 10 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
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	OCELOT EXHIBIT & EDUCATION	70,000.
SURFRIDER FOUNDATION P. O. BOX 6010 SAN CLEMENTE, CA 92674	NONE	PUBLIC	MARINE LIFE HABITAT PROTECTION	25,000.
UNITED CEREBRAL PALSY OF SAN DIEGO 8525 GIBBS DR. #100 SAN DIEGO, CA 92123	NONE	PUBLIC	MOBIL TOY AND SOFTWARE LIBRARY	80,000.
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	TRANSITION PROGRAM	75,000.
GOLDEN WEST COLLEGE FOUNDATION 15744 GOLDEN WEST STREET HUNTINGTON BEACH, CA 92647	NONE	PUBLIC	CLASSROOM UPGRADES	50,000.
PROJECT AWARE 30151 TOMAS STREET RCHO. STA. MARGARITA, CA 92688	NONE	PUBLIC	ONLINE PLATFORMS AND DIVE AGAINST DEBRIS	60,000.
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	EMERGENCY MATERNITY SHELTER AND RESOURCE CENTER	50,000.

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**Statement 10 (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>
GROSSMONT HOSPITAL FOUNDATION P. O. BOX 158 LA MESA, CA 91944	NONE	PUBLIC	HEART & VASCULAR CENTER	\$ 50,000.
GUIDE DOGS OF THE DESERT P. O. BOX 1692 PALM SPRINGS, CA 92263	NONE	PUBLIC	DOG TRAINING FOR BLIND & DISABLED	45,000.
HELPING HAND WORLDWIDE 31121 HOLLY DRIVE LAGUNA BEACH, CA 92651	NONE	PUBLIC	FOOD FOR NEEDY, SALARIES AND TRUCK MAINTENANCE	45,000.
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 PROGRAMS AND CARE	50,000.
THE TEEN PROJECT 22431 B160 ANTONIO PARKWAY #527 RANCHO STA MARGARITA, CA 92688	NONE	PUBLIC	INTERN PROGRAM FOR HOMELESS TEENS	25,000.
ICEC 16269 LAGUNA CANYON RD. IRVINE, CA 92618	NONE	PUBLIC	RESPLIT NIGHT FOR PARENTS	10,000.
OCEAN INSTITUTE 24200 DANA POINT HARBOR DRIVE DANA POINT, CA 92629	NONE	PUBLIC	MARINE SCIENCE PROGRAMS	25,000.
FAMILY ASSISTANCE MINISTRIES 1030 CALLE NEGOCIA SAN CLEMENTE, CA 92673	NONE	PUBLIC	HOMELESS PREVENTION	35,000.
BOYS & GIRLS CLUB 250 N. GOLDEN CIRCLE #104 SANTA ANA, CA 92705	NONE	PUBLIC	EXPANSION CAMPAIGN	25,000.
FUTURE LEADERS OF OUR COMMUNITY 37 BROWNSTONE WAY ALISO VIEJO, CA 92656	NONE	PUBLIC	VOLUNTEER DEVELOPMENT	5,000.

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**Statement 10 (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>
GLENNER MEMORY CARE CENTERS 3702 4TH AVE. SAN DIEGO, CA 92103	NONE	PUBLIC	ALZHEIMERS CARE	\$ 10,000.
GIRLS SUPPORT NETWORK, INC. 28285 LA BAJADA LAGUNA NIGUEL, CA 92677	NONE	PUBLIC	ENCOURAGE YOUTH VOLUNTEERISM	5,000.
WAUKEE VOCAL MUSIC BOOSTERS ASSN. 7767 COTTONWOOD LANE W. DES MOINES, IA 50266	PUBLIC	PUBLIC	YOUTH MUSIC EDUCATIONS	20,000.
Total				<u>\$ 1,355,000.</u>

McBETH FOUNDATION  
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STATEMENTS SUPPORTING FORM 990PF  
Year Ended September 30, 2013

PART II - LINE 10

<u>Name</u>	<u>No. of Shares</u>	<u>Cost Basis</u>	<u>Market Value</u>
LINE 10b			
CORPORATE STOCKS & ETF'S			
Amgen, Inc	3,500	\$ 198,730	\$ 391,737
Anheuser Busch Inbev SA	2,000	174,310	198,400
Apache Corp	3,000	235,280	255,420
Apple, Inc	3,800	1,313,359	1,811,650
A T & T, Inc	4,200	118,392	142,044
Berkshire Hathaway, Inc. Ser. B	7,500	578,766	879,703
BP PLC Spons ADR	5,000	233,858	210,150
Chevron Corp	4,000	245,614	486,000
Coca-Cola Company	6,000	206,959	227,280
Deutsche Telekom AG	20,000	221,600	292,000
Diageo PLC	4,000	216,852	508,320
Emerson Electric Co.	4,000	194,660	258,800
Exxon Mobil Corp.	5,000	322,599	430,200
Freeport-McMoran Copper & Gold	13,000	506,589	430,040
General Mills, Inc.	3,000	113,418	143,760
Goldman Sachs Group, Inc.	4,000	481,476	632,840
Google, Inc.	1,000	614,561	875,910
International Business Machine Corp.	2,000	206,014	370,360
iShares MSCI Emerging Markets	10,000	578,600	587,200
Johnson & Johnson	8,400	519,361	728,196
Kellogg Company	3,000	139,605	176,190
Koninklijke Philips NV	10,000	209,379	322,500
Lululemon Athletica, Inc.	2,000	136,602	146,260
McDonalds Corp	4,000	371,918	384,840
Microsoft Corp.	10,000	270,200	332,800
Nam Tai Electronics	10,000	83,818	77,700
Norfolk Southern Corp.	5,000	313,001	386,750
Onyx Pharmaceuticals	1,000	70,690	124,700
Pfizer Incorporated	20,000	384,567	574,500
Procter & Gamble Co.	3,720	214,642	281,195
Prudential Financial, Inc.	3,000	189,465	233,940
Qualcomm, Inc.	2,500	159,957	168,300
Rio Tinto PLC Spon ADR	15,000	717,612	731,400
Schlumberger, Ltd	3,000	203,955	265,080
Siemens AG	3,000	246,979	361,530
Barclays ET Short Term Corp.	33,300	1,016,041	1,023,642
Target Corp	10,000	522,164	639,800
Telecom Argentina SA-SP	10,000	95,100	179,500
Tesla Motors, Inc	3,000	255,207	580,110
Teva Pharmaceutical	5,000	189,331	188,900
Transocean Ltd.	5,000	232,424	222,500
US Bancorp New	12,500	294,054	457,250
SUBTOTAL		\$13,597,709	\$17,719,397

MCBETH FOUNDATION  
33-0399736

STATEMENTS SUPPORTING FORM 990PF  
Year Ended September 30, 2013

PART II - LINE 10

<u>Name</u>	<u>No. of Shares</u>	<u>Cost Basis</u>	<u>Market Value</u>
LINE 10b (Cont'd)			
CORPORATE STOCKS & ETF'S			
Vanguard Short Term ET	13,200	\$ 1,038,370	\$ 1,050,720
Virtus Investment Ptnrs.	500	104,648	81,320
Vodafone Group PLC Spon. ADR	10,000	282,682	351,800
Whole Foods Market, Inc.	2,000	91,644	117,000
Youku Tudou, Inc. Spon. ADR	5,000	110,592	137,000
3M Co.	3,000	246,569	358,230
Total Corporate Stocks & Etf's		15,472,214	19,815,467
MUTUAL FUNDS			
Brandes Invt. Tr. Emerging Mkts.	46,911	410,000	433,455
Doubleline Funds Total Return	136,240	1,500,000	1,493,188
Harbor Fund Intl.	16,543	584,480	1,146,130
ING Mutual Funds Global Bond	22,425	259,552	240,624
Wells Fargo Precious Metals	4,157	250,000	162,122
Smallcap World Fund	8,670	260,881	420,558
Thornburg Invt. Global Opp.	41,342	538,149	816,097
Wells Fargo Emerging Mkts. Equity	44,388	502,908	507,359
Total Mutual Funds		4,305,970	5,219,533
TOTAL LINE 10 b - STOCKS		\$19,778,184	\$25,035,000
		=====	=====

LINE 10 c  
CORPORATE BONDS

SBC Communications 5.625%	400,000	\$ 401,944	\$ 445,860
Oracle Corp. 5.75%	400,000	408,720	466,132
Nucor Corp. 5.85%	400,000	402,152	459,456
GTE Corp. Debenture 8.75%	200,000	257,612	259,280
Ford Motor Co. 8.875%	200,000	214,500	250,352
TOTAL LINE 10 c - BONDS		\$ 1,684,928	\$ 1,881,080
		=====	=====



McBETH FOUNDATION  
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STATEMENTS SUPPORTING FORM 990PF  
Year Ended September 30, 2013

PART II - LINE 10

<u>Name</u>	<u>No. of Shares</u>	<u>Cost Basis</u>	<u>Market Value</u>
LINE 13			
OTHER INVESTMENTS			
MASTER LIMITED PARTNERSHIPS			
Global Macro Trust	201	\$ 138,014	\$ 195,935
A.G. Edwards Private Equity Partners QAP II, LP	315,000	141,630	148,250
Campbell Strategic Allocation Fund LP	481	1,200,745	1,208,327
TOTAL LINE 13 - OTHER INVESTMENTS		<u>\$ 1,480,389</u> =====	<u>\$ 1,552,512</u> =====