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

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning 10/01, 2013, and ending 9/30, 2014

McBETH FOUNDATION
23101 LAKE CENTER DR. #170
LAKE FOREST, CA 92630

A Employer identification number
33-0399736B Telephone number (see the instructions)
(949) 951-8088

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)
\$ 30,245,845.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

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 ☐

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) | 13,353. | | | |
| 2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 5,786. | 5,786. | 5,786. | |
| 4 Dividends and interest from securities | 828,535. | 828,535. | 828,535. | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | 1,152,124. | | | |
| b Gross sales price for all assets on line 6a | 8,917,647. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 1,152,124. | | |
| 8 Net short-term capital gain | | | 108,372. | |
| 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 | -103,963. | -103,963. | | |
| 12 Total. Add lines 1 through 11 | 1,895,835. | 1,882,482. | 942,693. | |
| 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) | | | | |
| b Accounting fees (attach sch) | | | | |
| c Other prof fees (attach sch) See St 2 | 329,902. | 299,902. | | 30,000. |
| 17 Interest | | | | |
| 18 Taxes (attach schedule)(see instrs) See Stm 3 | 20,364. | 20,364. | | |
| 19 Depreciation (attach sch) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | 1,757. | | | 1,757. |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) | | | | |
| See Statement 4 | 11,013. | 10,913. | | 100. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 483,036. | 391,179. | | 91,857. |
| 25 Contributions, gifts, grants paid Part XV | 1,474,500. | | | 1,474,500. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,957,536. | 391,179. | 0. | 1,566,357. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -61,701. | | | |
| b Net investment income (if negative, enter -0-) | | 1,491,303. | | |
| c Adjusted net income (if negative, enter -0-) | | | 942,693. | |

g14-15

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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 | | | |
| | 2 Savings and temporary cash investments | 151,235. | 263,457. | 263,457. |
| | 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 | 27,427. | 7,048. | 7,048. |
| | 10a Investments – U.S. and state government obligations (attach schedule) | | | |
| | b Investments – corporate stock (attach schedule) | 19,778,184. | 19,973,395. | 26,920,498. |
| | c Investments – corporate bonds (attach schedule) | 1,684,928. | 1,282,984. | 1,434,564. |
| | 11 Investments – land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments – mortgage loans | | | |
| | 13 Investments – other (attach schedule) | 1,480,389. | 1,533,576. | 1,620,278. |
| | 14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶ | | | |
| LIABILITIES | 15 Other assets (describe ▶ See Statement 5) | | 2. | |
| | 16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I) | 23,122,163. | 23,060,462. | 30,245,845. |
| | 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) | | | |
| FUND ASSETS | 22 Other liabilities (describe ▶) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0. | 0. | |
| FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/> | | | |
| | 24 Unrestricted | 23,122,163. | 23,060,462. | |
| | 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) | 23,122,163. | 23,060,462. | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 23,122,163. | 23,060,462. | |

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 | 23,122,163. |
| 2 | Enter amount from Part I, line 27a | 2 | -61,701. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 23,060,462. |
| 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 | 23,060,462. |

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) |
|--|--|--|---|-------------------------------------|
| 1 a See Statement 6 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

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

| | | | | |
|--|---|--|---|------------|
| 2 Capital gain net income or (net capital loss) | <input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7 | | 2 | 1,152,124. |
| 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 | 108,372. |

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)) |
|--|---------------------------------------|--|--|
| 2012 | 1,445,295. | 27,974,067. | 0.051666 |
| 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 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | 0.247122 |
| 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 | 0.049424 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 30,034,044. |
| 5 Multiply line 4 by line 3 | 5 | 1,484,403. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 14,913. |
| 7 Add lines 5 and 6 | 7 | 1,499,316. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 1,566,357. |

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 | 14,913. |
| 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 | 14,913. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 14,913. |
| 6 Credits/Payments. | | | |
| a 2013 estimated tax pmts and 2012 overpayment credited to 2013 | 6 a | 22,187. | |
| 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 | 22,187. | |
| 8 Enter any penalty 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 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 7,274. | |
| 11 Enter the amount of line 10 to be. Credited to 2014 estimated tax 7,274. Refunded | 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 Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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 Form 990-T 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 2013 or the taxable year beginning in 2013 (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 & Agle</u> Telephone no <u>(949) 951-8088</u> Located at <u>23101 Lake Center 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 2013, 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 | | 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.

| | 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 <input type="checkbox"/> | 1 b | 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 2013? | 1 c | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>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.) | 2 b | 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</u> , <u>20</u> , <u>20</u> , <u>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 2013 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 2013.) | 3 b | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | 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 2013? | 4 b | X |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b 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).

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

6 b X

If 'Yes' to 6b, file Form 8870

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

N/A

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors
See Statement 7**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 | 329,902. |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| 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.)

| | | | |
|---|---|-----|-------------|
| 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 | 1 a | 30,056,598. |
| b | Average of monthly cash balances | 1 b | 434,817. |
| c | Fair market value of all other assets (see instructions) | 1 c | |
| d | Total (add lines 1a, b, and c) | 1 d | 30,491,415. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 30,491,415. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 457,371. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 30,034,044. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,501,702. |

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 | 1,501,702. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2 a | 14,913. |
| b | Income tax for 2013 (This does not include the tax from Part VI) | 2 b | |
| c | Add lines 2a and 2b | 2 c | 14,913. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,486,789. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 1,486,789. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,486,789. |

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 | 1 a | 1,566,357. |
| b | Program-related investments — total from Part IX-B | 1 b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3 a | |
| b | Cash distribution test (attach the required schedule) | 3 b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,566,357. |
| 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 | 14,913. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,551,444. |

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 2012 | (c) 2012 | (d) 2013 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 1,486,789. |
| 2 Undistributed income, if any, as of the end of 2013: | | | | |
| a Enter amount for 2012 only | | | 0. | |
| b Total for prior years 20 __, 20 __, 20 __ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | | | | |
| b From 2009 | 15,736. | | | |
| c From 2010 | 56,165. | | | |
| d From 2011 | 75,762. | | | |
| e From 2012 | 58,414. | | | |
| f Total of lines 3a through e | 206,077. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,566,357. | | | | |
| a Applied to 2012, 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 2013 distributable amount | | | | 1,486,789. |
| e Remaining amount distributed out of corpus | 79,568. | | | |
| 5 Excess distributions carryover applied to 2013 (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 | 285,645. | | | |
| 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 2012 Subtract line 4a from line 2a Taxable amount — see instructions. | | | 0. | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 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 2008 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 285,645. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009 | 15,736. | | | |
| b Excess from 2010 | 56,165. | | | |
| c Excess from 2011 | 75,762. | | | |
| d Excess from 2012 | 58,414. | | | |
| e Excess from 2013 | 79,568. | | | |

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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 | \$ -2,888. | \$ -2,888. | |
| CAMPELL STRATEGIC ALLOC. | -89,181. | -89,181. | |
| EL PASO PIPELINE PTNRS K1 | 1,433. | 1,433. | |
| GLOBAL MACRO TRUST - K-1 | -13,327. | -13,327. | |
| Total | \$ -103,963. | \$ -103,963. | \$ 0. |

Statement 2
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 |
|---------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Advisory Fees | \$ 329,902. | \$ 299,902. | | \$ 30,000. |
| Total | \$ 329,902. | \$ 299,902. | \$ 0. | \$ 30,000. |

Statement 3
Form 990-PF, Part I, Line 18
Taxes

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Excise Taxes | \$ 20,364. | \$ 20,364. | | |
| Total | \$ 20,364. | \$ 20,364. | \$ 0. | \$ 0. |

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Bank Charges | \$ 25. | \$ 25. | | |
| Taxes Withheld | 10,888. | 10,888. | | |
| Web Maintenance | 100. | | | \$ 100. |
| Total | \$ 11,013. | \$ 10,913. | \$ 0. | \$ 100. |

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Statement 5
Form 990-PF, Part II, Line 15
Other Assets

| | <u>Book Value</u> | <u>Fair Market Value</u> |
|----------|-------------------|--------------------------|
| Rounding | \$ 2. | |
| Total | \$ 2. | \$ 0. |

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

| Item | (a) Description | (b) How Acquired | (c) Date Acquired | (d) Date Sold |
|------|-------------------------------|------------------|-------------------|---------------|
| 1 | 1000 ONYS PHARMACEUTICALS | Purchased | 8/02/2012 | 10/01/2013 |
| 2 | 2000 EXXON MOBIL | Purchased | 1/21/2010 | 11/12/2013 |
| 3 | 8000 HARBOR INTL | Purchased | 1/15/2010 | 11/12/2013 |
| 4 | 5000 PFIZER INC | Purchased | 1/21/2010 | 11/12/2013 |
| 5 | 2000 BP PLC SPONS | Purchased | 5/04/2010 | 2/11/2014 |
| 6 | 45578 DOUBLELINE FUNDS | Purchased | 2/23/2011 | 2/11/2014 |
| 7 | 2000 IBM | Purchased | 1/21/2011 | 2/11/2014 |
| 8 | 2000 LULULEMON | Purchased | 2/06/2013 | 2/11/2014 |
| 9 | 3000 BARCLAYS SPDR | Purchased | 1/25/2011 | 2/11/2014 |
| 10 | 1000 TELECOM ARGENTINA | Purchased | 11/13/2012 | 2/11/2014 |
| 11 | 512 TERADATA | Purchased | 6/03/2007 | 2/11/2014 |
| 12 | 5000 TEVA PHARMACEUTICAL | Purchased | 2/06/2013 | 2/11/2014 |
| 13 | 5000 TRANOCEAN LTD | Purchased | 11/18/2011 | 2/11/2014 |
| 14 | 1300 VANGUARD ST | Purchased | 8/25/2011 | 2/11/2014 |
| 15 | 22116 VOYA GLOBAL | Purchased | 11/02/2012 | 5/20/2014 |
| 16 | 90661 DOUBLELINE FUNDS | Purchased | 2/23/2011 | 5/20/2014 |
| 17 | 10000 ISHARES EMG MKTS | Purchased | 10/31/2012 | 5/20/2014 |
| 18 | 3000 MICROSOFT | Purchased | 11/13/2012 | 5/20/2014 |
| 19 | 500 VIRTUS INVESTMENTS | Purchased | 5/07/2013 | 5/20/2014 |
| 20 | 400000 SBC GLOBAL 5/625% | Purchased | 1/21/2010 | 2/15/2014 |
| 21 | 10000 DEUTSCHE TELEKOM | Purchased | 5/23/2012 | 8/05/2014 |
| 22 | 3000 GENERAL MILLS | Purchased | 7/25/2012 | 8/05/2014 |
| 23 | 3000 KELLOGG CO | Purchased | 7/25/2012 | 8/05/2014 |
| 24 | 5000 PFIZER INC | Purchased | 1/21/2010 | 8/05/2014 |
| 25 | 5000 YOUKOUTODOU | Purchased | 2/06/2013 | 8/05/2014 |
| 26 | 4156 WELLS FARGO PREC. METALS | Purchased | 2/16/2013 | 11/12/2013 |
| 27 | 3000 TESLA MOTORS | Purchased | 5/06/2013 | 11/12/2013 |
| 28 | 3000 BP PLC SPONS | Purchased | 5/07/2013 | 2/11/2014 |
| 29 | 10000 NAM TAI ELECTRONICS | Purchased | 5/07/2013 | 2/11/2014 |
| 30 | 3300 BARCLAYS SPDR | Purchased | 5/08/2013 | 2/11/2014 |
| 31 | ..5455 VODAPHONE | Purchased | 2/14/2014 | 2/24/2014 |
| 32 | 2400 NATIONAL OILWELL | Purchased | 11/12/2013 | 5/20/2014 |
| 33 | 932 VOYA GLOBAL | Purchased | 6/04/2013 | 5/20/2014 |
| 34 | 20000 DEUTSCHE TELEKOM | Purchased | 2/11/2014 | 8/05/2014 |
| 35 | 2000 ENSCO PLC | Purchased | 2/11/2014 | 8/05/2014 |
| 36 | 1500 HERBALIFE | Purchased | 2/11/2014 | 8/05/2014 |
| 37 | 4000 MERCK & CO | Purchased | 11/12/2013 | 8/05/2014 |
| 38 | EL PASO PIPELINE | Purchased | Various | 12/31/2013 |
| 39 | K-1 SHORT TERM GAINS | Purchased | Various | Various |
| 40 | K-1 LONG TERM GAINS | Purchased | Various | Various |
| 41 | K-1 STRADDLES | Purchased | Various | Various |

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

| 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 | 125,000. | | 70,690. | 54,310. | | | | \$ 54,310. |
| 2 | 185,407. | | 129,040. | 56,367. | | | | 56,367. |
| 3 | 558,960. | | 282,640. | 276,320. | | | | 276,320. |
| 4 | 157,325. | | 96,142. | 61,183. | | | | 61,183. |
| 5 | 97,123. | | 101,538. | -4,415. | | | | -4,415. |
| 6 | 500,000. | | 501,823. | -1,823. | | | | -1,823. |
| 7 | 359,207. | | 206,014. | 153,193. | | | | 153,193. |
| 8 | 96,519. | | 136,602. | -40,083. | | | | -40,083. |
| 9 | 922,484. | | 914,369. | 8,115. | | | | 8,115. |
| 10 | 149,893. | | 95,100. | 54,793. | | | | 54,793. |
| 11 | 21,851. | | 13,353. | 8,498. | | | | 8,498. |
| 12 | 220,805. | | 189,331. | 31,474. | | | | 31,474. |
| 13 | 218,460. | | 232,424. | -13,964. | | | | -13,964. |
| 14 | 104,193. | | 101,825. | 2,368. | | | | 2,368. |
| 15 | 245,264. | | 255,497. | -10,233. | | | | -10,233. |
| 16 | 999,990. | | 998,177. | 1,813. | | | | 1,813. |
| 17 | 592,294. | | 578,600. | 13,694. | | | | 13,694. |
| 18 | 119,187. | | 81,060. | 38,127. | | | | 38,127. |
| 19 | 91,862. | | 104,648. | -12,786. | | | | -12,786. |
| 20 | 437,903. | | 401,944. | 35,959. | | | | 35,959. |
| 21 | 157,577. | | 101,000. | 56,577. | | | | 56,577. |
| 22 | 153,033. | | 113,418. | 39,615. | | | | 39,615. |
| 23 | 185,525. | | 139,605. | 45,920. | | | | 45,920. |
| 24 | 142,630. | | 96,142. | 46,488. | | | | 46,488. |
| 25 | 93,783. | | 110,592. | -16,809. | | | | -16,809. |
| 26 | 151,646. | | 250,000. | -98,354. | | | | -98,354. |
| 27 | 413,687. | | 255,207. | 158,480. | | | | 158,480. |
| 28 | 145,685. | | 132,320. | 13,365. | | | | 13,365. |
| 29 | 58,355. | | 83,818. | -25,463. | | | | -25,463. |
| 30 | 101,473. | | 101,673. | -200. | | | | -200. |
| 31 | 26. | | 0. | 26. | | | | 26. |
| 32 | 197,208. | | 197,774. | -566. | | | | -566. |
| 33 | 10,342. | | 10,835. | -493. | | | | -493. |
| 34 | 315,253. | | 281,765. | 33,488. | | | | 33,488. |
| 35 | 99,244. | | 103,499. | -4,255. | | | | -4,255. |
| 36 | 75,268. | | 100,919. | -25,651. | | | | -25,651. |
| 37 | 232,082. | | 194,611. | 37,471. | | | | 37,471. |
| 38 | 0. | | 1,528. | -1,528. | | | | -1,528. |
| 39 | 20,524. | | 0. | 20,524. | | | | 20,524. |
| 40 | 13,568. | | 0. | 13,568. | | | | 13,568. |
| 41 | 147,011. | | 0. | 147,011. | | | | 147,011. |
| Total | | | | | | | | \$ 1152124. |

Statement 7
Form 990-PF, Part VIII
Compensation Explanation

WELLS FARGO ADVISORS
 Portfolio Management

Audit of financial statements

Client 11

McBETH FOUNDATION

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Statement 7 (continued)
Form 990-PF, Part VIII
Compensation Explanation

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 | | \$ 120,000. | \$ 0. | \$ 0. |

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

Name of Grant Program:

Name:

Care Of:

Street Address:

City, State, Zip Code:

Telephone:

E-Mail Address:

Form and Content:

Amy Holmes

Wells Fargo Advisors

19800 MacArthur Blvd. #1400

Irvine, CA 92623

Applications should be submitted in the format shown on the Foundation's website and should include: a description of the entity including it's history and it's charitable purpose, the purpose for the request, relationship of the request to the entity's total budget, affiliated entities, contact information, copy of IRS ruling letter.

Submission Deadlines:

Restrictions on Awards:

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

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

California.

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

| Name and Address | Donee Relationship | Found- ation Status | Purpose of Grant | Amount |
|---|--------------------|---------------------------|---|------------|
| UNIVERSITY OF CAL - DAVIS ONE SHIELDS AVE. DAVIS, CA 95616 | NONE | PUBLIC | FORCE PLATE PROJECT | \$ 40,000. |
| 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 | 55,000. |
| 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 | 55,000. |
| PACIFIC MARINE MAMMAL CENTER 20612 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651 | NONE | PUBLIC | FOOD, MEDICATION | 138,000. |
| BLIND CHILDRENS LEARNING CTR. 18542-B VANDERLIP AVE. SANTA ANA, CA 92705 | NONE | PUBLIC | EARLY INTERVENTION PROGRAM | 40,000. |
| SANTA ANA ZOO 1801 E. CHESTNUT AVE. SANTA ANA, CA 92701 | NONE | PUBLIC | OCELOT EXHIBIT & EDUCATION | 50,000. |
| UNITED CEREBRAL PALSY OF SAN DIEGO 8525 GIBBS DR. #100 SAN DIEGO, CA 92123 | NONE | PUBLIC | MOBIL TOY AND SOFTWARE LIBRARY | 92,500. |
| NEW VISTA SCHOOL 23092 MILL CREEK RD. LAGUNA HILLS, CA 92630 | NONE | PUBLIC | TRANSITION PROGRAM | 70,000. |

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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 |
|---|--------------------|---------------------------|--|------------|
| 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 | 50,000. |
| CALIFORNIA CENTER FOR THE ARTS 340-N. ESCONDIDO BLVD. ESCONDIDO, CA 92025 | NONE | PUBLIC | PERFORMING ARTS EDUCATION | 50,000. |
| SPIRIT LEAGUE 39198 AVENIDA LA CRESTA MURRIETA, CA 92562 | NONE | PUBLIC | SPORTS FOR LEARNING IMPAIRED | 20,000. |
| CASA TERESA P. O. BOX 429 ORANGE, CA 92856 | NONE | PUBLIC | EMERGENCY MATERNITY SHELTER AND RESOURCE CENTER | 75,000. |
| GROSSMONT HOSPITAL FOUNDATION P. O. BOX 158 LA MESA, CA 91944 | NONE | PUBLIC | HEART & VASCULAR CENTER | 77,000. |
| GUIDE DOGS OF THE DESERT P. O. BOX 1692 PALM SPRINGS, CA 92263 | NONE | PUBLIC | DOG TRAINING FOR BLIND & DISABLED | 60,000. |
| HELPING HAND WORLDWIDE 31121 HOLLY DRIVE LAGUNA BEACH, CA 92651 | NONE | PUBLIC | FOOD FOR NEEDY, SALARIES AND TRUCK MAINTENANCE | 50,000. |
| 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 | 58,000. |
| THE TEEN PROJECT 22431 B160 ANTONIO PARKWAY #527 RANCHO STA MARGARITA, CA 92688 | NONE | PUBLIC | INTERN PROGRAM FOR HOMELESS TEENS | 25,000. |

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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> |
|---|---------------------------|------------------------------------|---|---------------|
| OAK LAKE ART CENTER FOUNDATION P. O. BOX 2084 JULIAN, CA 92036 | NONE | PUBLIC | ARTS | \$ 25,000. |
| SAN ONOFRE FOUNDATION 3030 AVENIDA DEL PRESIDENTE SAN CLEMENTE, CA 92672 | NONE | PUBLIC | ENVIRONMENTAL AND HISTORICAL RESEARCH | 35,000. |
| ICEC 16269 LAGUNA CANYON RD. IRVINE, CA 92618 | NONE | PUBLIC | RESPIT NIGHT FOR PARENTS | 25,000. |
| 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 | 50,000. |
| BOYS & GIRLS CLUB 250 N. GOLDEN CIRCLE #104 SANTA ANA, CA 92705 | NONE | PUBLIC | EXPANSION CAMPAIGN | 25,000. |
| WAUKEE VOCAL MUSIC BOOSTERS ASSN. 7767 COTTONWOOD LANE W. DES MOINES, IA 50266 | PUBLIC | PUBLIC | YOUTH MUSIC EDUCATIONS | 17,500. |
| ARTS & SERVICES FOR DISABLED 3626 E. PACIFIC COAST HWY. LONG BEACH, CA 90804 | PUBLIC | PUBLIC | SERVICES FOR DISABLED | 25,000. |
| CTR. FOR AUTISM & NEURODEVELOPMENTAL DIS 2500 RED HILL AVE. #100 SANTA ANA, CA 92705 | PUBLIC | PUBLIC | CARE & EDUC. FOR AUTISM | 20,000. |
| ROCK THE AUTISM, INC. 240 AVENIDA VISTA MONTANA #16B SAN CLEMENTE, CA 92672 | PUBLIC | PUBLIC | MUSIC FOR AUTISM | 2,500. |
| LIFE COLLEGE 39 VIA TORINA SAN CLEMENTE, CA 92673 | PUBLIC | PUBLIC | ADULT EDUC. FOR AUTISM | 4,000. |

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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> |
|--|-------------------------------|------------------------------------|-----------------------------|----------------------|
| CHALLENGED ATHLETES FOUNDATION 9591 WAPLES STREET SAN DIEGO, CA 92121 | PUBLIC | PUBLIC | AID TO DISABLED ATHLETES | \$ 10,000. |
| TESTIMONY LIFE RESOURCES 22600B LAMBERT ST. #803 LAKE FOREST, CA 92630 | PUBLIC | PUBLIC | ADDICTION ASSISTANCE | 20,000. |
| Total | | | | \$ <u>1,474,500.</u> |

McBETH FOUNDATION
33-0399736

STATEMENTS SUPPORTING FORM 990PF
Year Ended September 30, 2014

PART II – LINE 10

| <u>Name</u> | <u>No. of Shares</u> | <u>Cost Basis</u> | <u>Market Value</u> |
|---------------------------------|--------------------------|-----------------------|-------------------------|
| LINE 10b | | | |
| CORPORATE STOCKS & EFT'S | | | |
| Amazon.Com, Inc. | 1,500 | \$ 508,769 | \$ 483,660 |
| American Express Company | 1,000 | 88,365 | 87,540 |
| Amgen, Inc. | 3,500 | 198,730 | 491,610 |
| Anheuser Busch Inbev Spons ADR | 3,000 | 273,554 | 332,550 |
| Apache Corp. | 3,000 | 235,280 | 281,610 |
| Apple, Inc. | 30,100 | 1,615,395 | 3,032,575 |
| A T & T, Inc. | 10,000 | 321,994 | 352,400 |
| Berkshire Hathaway, Inc. Ser. B | 7,750 | 578,766 | 1,070,585 |
| Canadian Pacific Railway, Ltd. | 1,000 | 189,480 | 207,470 |
| Caterpillar, Inc. | 1,000 | 94,972 | 99,030 |
| Chevron Corporation | 4,000 | 245,614 | 477,280 |
| Coca-Cola Company | 8,000 | 284,412 | 341,280 |
| CVS Health Corporation | 1,500 | 103,014 | 119,385 |
| Diageo PLC | 4,000 | 216,851 | 461,600 |
| Eclipse resources Corp. | 5,000 | 101,328 | 83,100 |
| Emerson Electric Co. | 4,000 | 194,660 | 250,320 |
| Exxon Mobil Corp. | 3,000 | 193,559 | 282,150 |
| Fireeye, Inc. | 5,000 | 150,998 | 152,800 |
| Freeport-McMoran, Inc. | 13,000 | 506,589 | 424,450 |
| General Dynamics Corp. | 2,000 | 206,610 | 254,180 |
| Gilead Sciences, Inc. | 4,000 | 284,887 | 425,800 |
| Goldman Sachs Group, Inc. | 4,000 | 481,476 | 734,280 |
| Google CL C – Non Voting | 1,000 | 306,789 | 577,360 |
| Google, Inc. | 1,000 | 307,772 | 588,410 |
| Johnson & Johnson | 8,400 | 519,361 | 895,356 |
| Koninklijke Phillips | 10,000 | 209,379 | 317,100 |
| Lockheed Martin Corp. | 1,500 | 205,656 | 274,170 |
| Markel Corp. | 500 | 308,702 | 318,075 |
| McDonalds Corp. | 5,000 | 467,433 | 474,050 |
| Microsoft, Corp. | 7,000 | 189,140 | 324,520 |
| Norfolk Southern Corp. | 6,000 | 406,676 | 669,600 |
| Pacira Pharmaceuticals, Inc. | 2,000 | 153,188 | 193,840 |
| Pfizer Incorporated | 10,000 | 192,283 | 295,700 |
| Procter & Gamble Co. | 3,720 | 214,642 | 311,513 |
| Prudential Financial, Inc. | 3,000 | 189,465 | 263,820 |
| Qualcomm Inc. | 5,000 | 348,247 | 373,850 |
| Rio Tinto PLC Spons. ADR | 15,000 | 717,612 | 737,700 |
| SUBTOTAL | | \$ 11,811,648 | \$ 17,060,719 |

McBETH FOUNDATION
33-0399736

STATEMENTS SUPPORTING FORM 990PF
Year Ended September 30, 2014

PART II – LINE 10

| <u>Name</u> | <u>No. of Shares</u> | <u>Cost Basis</u> | <u>Market Value</u> |
|-----------------------------------|--------------------------|-----------------------|-------------------------|
| LINE 10b | | | |
| CORPORATE STOCKS & EFT'S (Cont'd) | | | |
| Schlumberger, Ltd | 4,500 | \$ 354,893 | \$ 457,605 |
| Seadrill Ltd. | 3,000 | 112,032 | 80,280 |
| Siemens A G – ADR | 5,000 | 375,685 | 476,280 |
| Southcross Energy Partners LP | 15,000 | 278,345 | 320,250 |
| Suncor energy, Inc. New | 3,000 | 98,261 | 108,450 |
| Target Corp. | 10,000 | 522,164 | 626,800 |
| Thermo Fisher Scientific, Inc. | 1,500 | 171,772 | 182,550 |
| Total S.A. Spons ADR | 3,000 | 176,729 | 193,350 |
| US Bancorp New | 12,500 | 294,054 | 522,875 |
| Vanguard Short Term ET Corp. Bond | 11,900 | 936,545 | 950,453 |
| Verizon communications | 5,000 | 242,002 | 249,950 |
| Vodafone Group PLC New | 5,454 | 156,140 | 179,382 |
| Whole foods Market, Inc. | 5,000 | 203,119 | 190,550 |
| 3M Co. | 4,000 | 377,526 | 566,720 |
| Total Corporate Stocks & Etf's | | \$ 16,110,915 | \$ 22,166,214 |
| MUTUAL FUNDS | | | |
| American Developing World Gwth. | 45,346 | 506,143 | 493,365 |
| Brandes Invt. Tr. Emerging Mkts. | 48,608 | 425,715 | 465,662 |
| Harbor Fund Int'l. | 8,543 | 301,840 | 589,242 |
| Loomis Sayles Strat. Income Fnd. | 30,395 | 500,000 | 508,511 |
| Natixis Funds Oakmark Int'l. | 37,388 | 509,176 | 483,056 |
| Small Cap World Fund | 8,988 | 281,966 | 439,694 |
| Thornburg Invt. Global Opp. | 41,641 | 544,884 | 990,636 |
| Voya Equity Tr. Real Estate | 12,932 | 257,237 | 252,166 |
| Wells Fargo Emerging Mkts. Equity | 47,285 | 535,519 | 531,952 |
| Total Mutual Funds | | 3,862,480 | 4,754,284 |
| TOTAL LINE 10b – STOCKS | | \$ 19,973,395 | \$ 26,920,498 |

LINE 10c

CORPORATE BONDS

| | | | |
|-----------------------------------|---------|--------------|--------------|
| Oracle Corp. Callable Notes 5.75% | 400,000 | \$ 408,720 | \$ 453,824 |
| Nucor Corp Callable Notes 5.85% | 400,000 | 402,152 | 454,212 |
| GTE Corp. Debenture | 200,000 | 257,612 | 267,614 |
| Ford Motor Co Global Notes 8.875% | 200,000 | 214,500 | 258,914 |
| TOTAL LINE 10c – BONDS | | \$ 1,282,984 | \$ 1,434,564 |

McBETH FOUNDATION
33-0399736

STATEMENTS SUPPORTING FORM 990PF
Year Ended September 30, 2014

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 | 205 | \$ 114,069 | \$ 214,479 |
| A.G. Edwards Private Equity Partners QAP II, LP | 315,000 | 124,900 | 138,018 |
| Campbell Strategic Allocation Fund LP | 481 | 1,294,607 | 1,267,781 |
| TOTAL LINE 13 – OTHER INVESTMENTS | | <u>\$ 1,533,576</u> | <u>\$ 1,620,278</u> |