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

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

2011

For calendar year 2011 or tax year beginning

MAR 1, 2011

, and ending

FEB 29, 2012

Name of foundation

MARGOES FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1660 BUSH STREET

Room/suite

300

A Employer identification number

94-2955164

B Telephone number

(415)561-6540

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► Foreign organizations meeting the 85% test, ► 2. 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 ► 

City or town, state, and ZIP code

SAN FRANCISCO, CA 94109

G Check all that apply

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)J Accounting method  
 Cash  Accrual  
 Other (specify) \_\_\_\_\_

► \$ 4,812,542. (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))

		(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			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a	3,072,545.			
7	Capital gain net income (from Part IV, line 2)			0.	
8	Net short-term capital gain				
9	Income modifications				
RECEIVED	Gross sales less returns and allowances				
10a					
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	110,457.	110,457.	110,457.	STATEMENT 1
		-2,276.			
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 2	4,665.	2,333.	2,332.
c	Other professional fees	STMT 3	75,139.	36,915.	38,224.
17	Interest				
18	Taxes	STMT 4	5,992.	0.	85.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	1,972.	142.	1,830.
24	Total operating and administrative expenses. Add lines 13 through 23		87,768.	39,390.	42,471.
25	Contributions, gifts, grants paid		232,500.		232,500.
26	Total expenses and disbursements. Add lines 24 and 25		320,268.	39,390.	274,971.
27	Subtract line 26 from line 12		-322,544.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)			71,067.	
c	Adjusted net income (if negative, enter -0-)				N/A

2011 Statement of Activities  
Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing		50.	50.
	2	Savings and temporary cash investments	622,503.	2,646,785.	2,646,785.
Assets	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			
	7	Other notes and loans receivable ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations	STMT 8	427,849.	138,954.
	b	Investments - corporate stock			
	c	Investments - corporate bonds	STMT 9	1,264,361.	674,457.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
Liabilities	12	Investments - mortgage loans			
	13	Investments - other	STMT 10	3,164,658.	1,352,296.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► PURCHASED INTEREST )		239.	0.
	16	Total assets (to be completed by all filers)		5,479,610.	4,812,542.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable			
	22	Other liabilities (describe ► )			
	23	Total liabilities (add lines 17 through 22)		0.	0.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds		5,479,610.	4,812,542.
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.
	30	Total net assets or fund balances		5,479,610.	4,812,542.
	31	Total liabilities and net assets/fund balances		5,479,610.	4,812,542.

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,479,610.
2	Enter amount from Part I, line 27a	2	-322,544.
3	Other increases not included in line 2 (itemize) ►	3	73,785.
4	Add lines 1, 2, and 3	4	5,230,851.
5	Decreases not included in line 2 (itemize) ►	5	418,309.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,812,542.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a UNION BANK</b>				VARIOUS	VARIOUS
<b>b UNION BANK - CLASS ACTION SETTLEMENTS &amp;</b>					
<b>c CAPITAL GAIN DISTRIBUTIONS</b>			P		
<b>d</b>					
<b>e</b>					
(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)		
<b>a 3,064,798.</b>		<b>3,185,278.</b>	<b>-120,480.</b>		
<b>b</b>					
<b>c 7,747.</b>			<b>7,747.</b>		
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>			<b>-120,480.</b>		
<b>b</b>					
<b>c</b>			<b>7,747.</b>		
<b>d</b>					
<b>e</b>					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<b>-112,733.</b>	
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) If (loss), enter -0- in Part I, line 8				3 N/A	

**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

 Yes  No

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

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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	<b>239,005.</b>	<b>5,109,315.</b>	<b>.046778</b>
2009	<b>218,677.</b>	<b>4,893,108.</b>	<b>.044691</b>
2008	<b>260,712.</b>	<b>4,945,460.</b>	<b>.052717</b>
2007	<b>244,634.</b>	<b>5,338,191.</b>	<b>.045827</b>
2006	<b>213,734.</b>	<b>5,211,834.</b>	<b>.041009</b>

2 Total of line 1, column (d)

**2 .231022**

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 .046204**

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

**4 5,048,113.**

5 Multiply line 4 by line 3

**5 233,243.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

**6 711.**

7 Add lines 5 and 6

**7 233,954.**

8 Enter qualifying distributions from Part XII, line 4

**8 274,971.**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

<b>Part VI   Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>	
1a	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 instructions)
1	711.
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
2	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)
3	711.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
3	711.
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	711.
6	Credits/Payments
6a	4,000.
a	2011 estimated tax payments and 2010 overpayment credited to 2011
6b	
b	Exempt foreign organizations - tax withheld at source
6c	
c	Tax paid with application for extension of time to file (Form 8868)
6d	
d	Backup withholding erroneously withheld
7	4,000.
7	Total credits and payments Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax Check here <input 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
10	3,289.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 3,289.   Refunded ► 0.

**Part VII-A | Statements Regarding Activities**

1a 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? **1a** Yes **X**

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  
*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.* **1b** Yes **X**

c Did the foundation file Form 1120-POL for this year? **1c** Yes **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?  
*If "Yes," attach a detailed description of the activities.* **2** Yes **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? If "Yes," attach a conformed copy of the changes **3** Yes **X**

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
b If "Yes," has it filed a tax return on Form 990-T for this year? **4a** Yes **X**

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.* **5** Yes **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? **6** Yes **X**

7 Did the foundation have at least \$5,000 in assets at any time during the year?  
*If "Yes," complete Part II, col (c), and Part XV* **7** Yes **X**

8a 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? If "No," attach explanation **8b** Yes **X**

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV **9** Yes **X**

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses **10** Yes **X**

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
14	PACIFIC FOUNDATION SERVICES LLC	Telephone no ► 415-561-6540
	Located at ► 1660 BUSH STREET #300, SAN FRANCISCO, CA	ZIP+4 ► 94109
15	► 15	► N/A
16	Yes	No
	X	

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

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

**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

 Yes  No

(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)?

 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)?

N/A



5b

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

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

If "Yes" to 6b, file Form 8870.

 Yes  No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes  No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 11		0.	0.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**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**

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.**
**Form 990-PF (2011)**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,428,879.
b	Average of monthly cash balances	1b	1,696,109.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,124,988.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,124,988.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,875.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,048,113.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	252,406.

**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	252,406.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	711.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	711.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	251,695.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	251,695.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	251,695.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	274,971.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	274,971.
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	5	711.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	274,260.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				251,695.
2 Undistributed income, if any, as of the end of 2011			26,934.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 274,971.			26,934.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				248,037.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				3,658.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				



## 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 Paid during the year</i>				
SEE EXHIBIT 3		509(A)(1)		232,500.
<b>Total</b>			► 3a	232,500.
<i>b Approved for future payment</i>				
SEE EXHIBIT 3		509(A)(1)		57,500.
<b>Total</b>			► 3b	57,500.

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	110,457.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-112,733.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-2,276.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		-2,276.

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



FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LESS ACCRUED INTEREST PAID (CY)	-239.	0.	-239.
UNION BANK OF CALIFORNIA - DIVIDENDS	234.	0.	234.
UNION BANK OF CALIFORNIA - INTEREST	37,847.	0.	37,847.
UNION BANK OF CALIFORNIA - INTEREST	72,615.	0.	72,615.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>110,457.</b>	<b>0.</b>	<b>110,457.</b>

FORM 990-PF

ACCOUNTING FEES

STATEMENT

2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,665.	2,333.		2,332.
TO FORM 990-PF, PG 1, LN 16B	4,665.	2,333.		2,332.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNION BANK INVESTMENT FEES	3,814.	3,814.		0.
INVESTMENT ADVISORY FEES	33,101.	33,101.		0.
PACIFIC FOUNDATION SERVICES	38,224.	0.		38,224.
TO FORM 990-PF, PG 1, LN 16C	75,139.	36,915.		38,224.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FILING FEES	85.	0.		85.
FEDERAL EXCISE TAX	5,907.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,992.	0.		85.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,688.	0.		1,688.
OFFICE EXPENSE	284.	142.		142.
TO FORM 990-PF, PG 1, LN 23	1,972.	142.		1,830.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

6

DESCRIPTION

AMOUNT

UNREALIZED APPRECIATION - SECURITIES (TOTAL)

73,785.

TOTAL TO FORM 990-PF, PART III, LINE 3

73,785.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

7

DESCRIPTION

AMOUNT

UNREALIZED APPRECIATION - SECURITIES (PRIOR YEAR)

418,309.

TOTAL TO FORM 990-PF, PART III, LINE 5

418,309.

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 FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8
 

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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOV'T OBLIGATIONS-EXHIBIT 3	X		138,954.	138,954.
TOTAL U.S. GOVERNMENT OBLIGATIONS			138,954.	138,954.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			138,954.	138,954.

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 FORM 990-PF CORPORATE BONDS STATEMENT 9
 

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-EXHIBIT 3	674,457.	674,457.
TOTAL TO FORM 990-PF, PART II, LINE 10C	674,457.	674,457.

---

 FORM 990-PF OTHER INVESTMENTS STATEMENT 10
 

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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-EXHIBIT 3	FMV	1,352,296.	1,352,296.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,352,296.	1,352,296.

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FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOUGLAS W. JOHNSON 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	CFO/DIRECTOR 1.00	0.	0.	0.
NEAL L. PETERSEN 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	SECRETARY/DIRECTOR 1.00	0.	0.	0.
CAL C. HARLING 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	CHAIRMAN/DIRECTOR 1.00	0.	0.	0.
BARBARA A. MCCLUNG 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
MARY ANNE SCHUETT 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

# **MARGOES FOUNDATION**

## **ANNUAL REPORT FOR THE YEAR ENDED FEBRUARY 28, 2012**

### **GENERAL INFORMATION**

### **CURRENT PROGRAM PRIORITIES**

### **GRANT AWARDS AND PAYMENTS**

### **GRANT PROPOSAL & REPORTING GUIDELINES**

### **OFFICERS AND DIRECTORS**

Cal C. Harling  
Chairman & Director  
Neal L. Petersen  
Secretary & Director  
Douglas W. Johnson  
Chief Financial Officer & Director  
Barbara A. McClung  
Director  
Mary Anne Schuett  
Director

Patrick L. McClung  
Director-Emeritus

### **ADVISORS**

Pacific Foundation Services, LLC  
Hector Melendez, Managing Director

**1660 BUSH STREET, SUITE 300  
SAN FRANCISCO, CA 94109  
(415) 561-6540 FAX: (415) 561-6477  
E-MAIL: [hmelendez@pfs-llc.net](mailto:hmelendez@pfs-llc.net)**

## **GENERAL INFORMATION**

The Margoës Foundation was established in 1984 by the will of John A. Margoës and operates as a private foundation incorporated under California law.

### **GRANT PROGRAM OBJECTIVES**

John Margoës envisioned that the foundation would be a resource and catalyst for supporting imaginative and creative program opportunities that enabled:

- Minority and other disadvantaged youth to obtain a college education.
- People with mental disabilities to live in non-institutional environments and lead productive lives.
- Students from Asia and Africa to study in the United States.
- Promising biomedical scientists to engage in cardiovascular research.

### **ELIGIBLE APPLICANTS**

The foundation accepts grant requests only from tax-exempt, charitable organizations that are not defined as private foundations under Section 501(c)(3) of the Internal Revenue Code.

### **GEOGRAPHICAL FOCUS**

The foundation prefers to fund eligible non-profit organizations located in the San Francisco Bay Area to facilitate interactions with grantees and oversight of the grant.

### **SEED MONEY AND MATCHING GRANTS**

The foundation prefers to:

- Award grants as seed money to jump start new program initiatives that effect strategic change.
- Provide matching grants and leverage its support with contributions from other donors.

### **TERM OF GRANT**

Grants are awarded for a one-year period and may be extended based on grantee performance and program effectiveness.

### **PROGRAM LIMITATIONS**

The foundation does not:

- Accept requests from individuals or award loans, scholarships, or grants to individuals.
- Award grants for annual fund campaigns, fundraising events, operating deficits, endowments, sectarian religious activities or sectarian religious facilities.
- Assume any obligation to provide continuing support to grantees.

## **CURRENT PROGRAM PRIORITIES**

### **PRIMARY PRIORITIES**

#### **1) FOR MINORITY AND DISADVANTAGED STUDENTS:**

The foundation places a high priority on funding collegiate and pre-collegiate programs that prepare low income, minority, and other disadvantaged students to qualify for post-secondary education, matriculate to a college or university, and graduate with a degree.

**COLLEGE PROGRAMS.**

- To support institutional scholarship and financial aid programs for promising minority and disadvantaged students with high academic potential.

**COLLEGE PREPARATORY PROGRAMS.**

- To support after-school and summer academically focused programs to help minority and disadvantaged high school students improve their competence in secondary school subjects and better qualify for admission to college.

Appropriate programs include supplemental math and science activities, tutoring and mentoring in academic disciplines, computer literacy, the arts, and music. The program sponsor must provide information about the number of high school students enrolled in the program who graduate and enroll in college.

**NEW AND INNOVATIVE EDUCATION PROGRAMS.**

- To support programs to increase the number of minority and disadvantaged high school graduates who enroll in college and obtain a degree.

**PROFESSIONAL TEACHING TRAINING PROGRAMS.**

- To support programs to prepare teachers for teaching minority and disadvantaged high school students in hard to staff urban schools.

**2) FOR PEOPLE WITH MENTAL DISABILITIES:**

- To support community-based programs that empower people with mental disabilities to live independently and lead productive lives.
- To support community-based programs that improve the delivery of mental health services to young people who turn 18 years old and are making the transition from residential therapeutic care to independence.

**SECONDARY PRIORITIES****1) FOR FOREIGN STUDENTS FROM AFRICA AND ASIA:**

- To support supplementary scholarship programs for African and Asian nationals to study at a college or university in the United States. Students are expected to make a direct application of their training, to the extent possible, when they return to their home communities.

***Qualifying students must have received:***

- Written notification of their admission to an academically focused or short-term technology program at a college or university in the United States.
- A full academic scholarship and partial living allowance but fall short of the INS financial requirements for studying in the United States.

**2) FOR POST-DOCTORAL BIOMEDICAL SCIENTISTS:**

- To support institutions and associations engaged in cardiovascular research.

**GRANT PROPOSAL GUIDELINES**

The Margo Foundation accepts and reviews grant proposals twice a year. Applicants should contact the foundation if they have questions about the current grantmaking priorities and application procedures.

Grant proposals should be submitted by April 15 for consideration at the spring board meeting and by October 15 for consideration at the fall board meeting. Applicants should provide one copy of the following documents:

#### **The Cover Letter**

**The cover letter should be on organization letterhead, not exceed one page, and include:**

- A summary of the proposed program/project and the dollar amount requested.
- A statement describing how the proposed project or program furthers the Margoes Foundation grantmaking objectives and priorities.
- A statement indicating the governing board authorizes the application.
- The names, address, telephone number, and email address of the responsible contact person.

#### **The Proposal Narrative**

**The proposal narrative (with a header on each page identifying your agency) should not exceed five pages and address the following information:**

- Concise description of the organization, including history, mission, geography and population(s) served, and type(s) of programs and/or services provided.
- Concise description of the program/project (if applicable) that includes: purpose of the program/project and the need it will address; specific goal(s) and objectives; target population and the number of participants; proposed activities and timeline during the grant period; lead staff and qualifications; evaluation of the program/project, including the outcomes to be achieved based on the specific goals and objectives proposed; and proposed funding plan to continue the project or program beyond the grant period.

#### **Attachments**

**Please also submit the following documents (these documents are not part of the five page narrative limit):**

- Organization budget detailing all proposed expenditures and projected sources of funding.
- Program/project budget (if applicable) detailing all proposed expenditures and projected sources of funding.
- A list of other funders (including amounts, whether single or multi-year, and whether committed or pending) for the program/project and for the organization as a whole.
- The names of other funders who will be solicited for support.
- The most recent twelve-month audited financial statement including balance sheets and statements of revenue and expenses. If the applicant does not have an audited statement, please submit unaudited financial statements.
- A list of the officers and directors of the governing board with their affiliations.
- The organization's current 501(c)(3) letter and classification under Section 509(a) of the Internal Revenue Code and any updates or amendments.

#### **GRANT REPORTING GUIDELINES**

Submit a final report at the end of the grant period that includes a brief description of the organization and program/project, how the outcomes of the specific goals and objectives were evaluated, the results of those specific objectives and how they were met or not and why, how the grant helped to advance the program/project and further the foundation's grant objectives, any unexpected results encountered during the grant period and key lessons learned, and future plans for continuation of the program/project. Please also submit a financial statement that shows how the grant funds were spent.

**MARGOES FOUNDATION****SCHEDULE OF CHARITABLE DISBURSEMENTS FOR THE YEAR ENDED FEBRUARY 28, 2012**

	<u>GRANTS PAID</u>	<u>GRANTS PAYABLE</u>
<b>COLLEGE PROGRAMS FOR MINORITY AND DISADVANTAGED STUDENTS</b>		
FOSTERING FUTURES, P.O. Box 4204, Walnut Creek, CA 94596 College scholarships for emancipated foster youth from the San Francisco Bay Area	509(a)(1)	\$20,000
ON THE MOVE, 780 Lincoln Avenue, Napa, CA 94558 For the V.O.L.A.R (formerly ARRIVE) Program to assist Latina girls overcome barriers that prevent them from attending and completing a four year university and provide each participant a \$1,000 tuition scholarship.	509(a)(1)	\$25,000
HOLY NAMES UNIVERSITY, 3500 Mountain Boulevard, Oakland, CA 94619 Mission Scholarship Fund program, providing scholarships to first-generation college students	509(a)(1)	\$25,000
<b>PRE-COLLEGE PROGRAMS FOR MINORITY AND DISADVANTAGED STUDENTS</b>		
KIPP BAY AREA SCHOOLS, 2005 Via Barrett, San Lorenzo, CA 94580 For expansion of the College Counseling Program to prepare first-generation, underserved students in grades 9-12 successfully gain admission to and enroll in college	509(a)(1)	\$25,000
SAN FRANCISCO CONSERVATORY OF MUSIC, 50 Oak Street, San Francisco, CA 94102 Scholarship Program, providing support to minority students	509(a)(1)	\$12,500
CHILDREN'S HOSPITAL RESEARCH CENTER, 2201 Broadway, Suite 600, Oakland, CA 94612 Faces for the Future, a three-year internship and college preparatory program introducing disadvantaged and minority students to the allied health fields.	509(a)(1)	\$30,000
<b>COMMUNITY BASED PROGRAMS FOR PEOPLE WITH MENTAL DISABILITIES</b>		
BUCKELEW, 900 5 <sup>th</sup> Avenue, Suite 150, San Rafael, CA 94901 Transition Age Youth Program, supporting youth to live healthy, productive lives in the community	509(a)(1)	\$30,000
BAKER PLACES, 600 Townsend, Suite 200e, San Francisco, CA 94103 Residential Treatment Enhancement Project, providing a full-time nurse practitioner to work with Participant of the residential program	509(a)(1)	\$25,000

**MARGOES FOUNDATION****SCHEDULE OF CHARITABLE DISBURSEMENTS FOR THE YEAR ENDED FEBRUARY 28, 2012**

	<u>GRANTS PAID</u>	<u>GRANTS PAYABLE</u>
FRED FINCH YOUTH CENTER, 3800 Coolidge Avenue, Oakland, CA 94602 Coolidge Court Transition Age Youth program, providing support housing to young adults	509(a)(1)	\$20,000
<b>POSTDOCTORAL PROGRAMS FOR CARDIOVASCULAR RESEARCH</b>		
CARDIOVASCULAR RESEARCH INSTITUTE OF UCSF, 555 Mission Bay Blvd., San Francisco, CA 94158 For a discretionary grant to the Director of CVRI for salary support of post-doctoral researchers (preferably Asia and Africa nationals)	509(a)(1)	\$20,000
<b>GRAND TOTAL</b>	<b><u>\$232,500</u></b>	<b><u>\$57,500</u></b>



■ **Account Name**  
MARGOES FNDN

94-2955164

<b>Government Obligations</b>				
<b>Asset Name</b>	<b>CUSIP</b>	<b>Shares/ Units Held</b>	<b>Cost Basis</b>	<b>Market Value</b>
<b>US Govt Mortgage Passthroughs</b>				
FEDERAL NATL MTGE ASSN POOL #254590 5.0000% 1/1/2018 ORIGINAL FACE VALUE \$250,000.00	31371KXT3	26,356,960	26,801.73	28,524.29
<b>FEDERAL NATL MTGE ASSN POOL #747781 4.5000% 10/1/2018 ORIGINAL FACE VALUE \$200,026.00</b>				
GOVT NATL MTGE ASSN POOL #478032 7.0000% 5/15/2028 ORIGINAL FACE VALUE \$212,844.00	36299QA96	1,869,360	1,914.63	2,200.26

EXHIBIT 3



■ **Account Name**  
MARGOES.FNBIN

### Asset Detail - Principal Portfolio (continued)

#### ■ *Government Obligations*

<b>Asset Name</b>	<b>CUSIP</b>	<b>Shares/ Units Held</b>	<b>Cost Basis</b>	<b>Market Value</b>
<b>US Govt Mortgage Passthroughs</b>				
GOVT NATL MTGE ASSN POOL #529881 6.0000% 3/15/2031 ORIGINAL FACE VALUE \$100,380.00	36212CUE9	29,017.300	29,352.83	33,074.21
GOVT NATL MTGE ASSN POOL #5418883 6.0000% 5/15/2031 ORIGINAL FACE VALUE \$100,533.00	36212RGZ6	12,885.920	13,034.93	14,554.52
GOVT NATL MTGE ASSN POOL #564647 6.0000% 6/15/2031 ORIGINAL FACE VALUE \$101,381.00	36213UH79	4,367.470	4,417.97	4,933.01
GOVT NATL MTGE ASSN POOL #557591 6.0000% 7/15/2031 ORIGINAL FACE VALUE \$100,283.00	36213LNG1	2,387.990	3,022.57	3,374.90
GOVT NATL MTGE ASSN POOL #570414 6.0000% 10/15/2031 ORIGINAL FACE VALUE \$100,000.00	36200RVF6	8,859.940	8,800.56	9,045.11
<b>Total Government Obligations</b>				<b>\$127,202.75</b>
				<b>\$131,954.01</b>

#### ■ *Corporate Obligations*

<b>Asset Name</b>	<b>CUSIP</b>	<b>Shares/ Units Held</b>	<b>Cost Basis</b>	<b>Market Value</b>
<b>Corporate Bonds</b>				
CSX CORP 6.3000% 3/15/2012	126408GR3	100,000.000	101,578.00	100,148.00

■ **Account Name**  
MARGOES FNDN

**Asset Detail - Principal Portfolio** (continued)

<b>Corporate Obligations</b>		<b>Shares/ Units Held</b>	<b>Cost Basis</b>	<b>Market Value</b>
<b>Asset Name</b>	<b>CUSIP</b>			
Corporate Bonds				
EASTMAN CHEM CO 7.0000% 4/15/2012	277432AE0	100,000.000	107,129.00	100,592.00
AOL TIME WARNER INC 6.8750% 5/1/2012	00184AAF2	50,000.000	54,019.00	50,499.50
GOLDMAN SACHS GROUP INC 5.7000% 9/1/2012	38141GCG7	100,000.000	107,108.00	102,169.00
GENERAL ELECTRIC CO 5.0000% 2/1/2013	363604AY9	50,000.000	54,065.00	52,034.00
KELLOGG CO 4.2500% 3/6/2013	487836BA5	50,000.000	50,423.00	51,786.00
JOHNSON CCLS INC 4.8750% 9/15/2013	473366AM9	50,000.000	50,759.50	52,658.00
DISNEY WALT CO SR NT DTD 12/22/2008 4.5000% 12/15/2013	254687AW6	50,000.000	51,855.50	53,534.00
WHIRLPOOL CORP NOTES DTD 05/04/2009 FLT/RT 05/01/2014 CPN STEPS UP/DOWN BY 25BPS FOR EACH RATING DOWNGRD/UPGRD, FOR EA NOTCH BELOW BAA3/BBBB, CAP @ 2%	96332HCB3	50,000.000	54,957.50	55,742.50



■ **Account Name**  
MARGOES FNDN

### Asset Detail - Principal Portfolio (continued)

#### ■ **Corporate Obligations**

Asset Name	CUSIP	Shares/ Units Held	Cost Basis	Market Value
<b>Corporate Bonds</b>				
BELLSOUTH CORP 5.20000% 9/15/2014	079360AG7	50,000.000	50,988.00	55,293.50
<b>Total Corporate Obligations</b>			<b>\$682,882.50</b>	<b>\$674,466.50</b>

#### ■ **Funds**

Asset Name	CUSIP	Shares/ Units Held	Cost Basis	Market Value
<b>Mutual Funds - Equity</b>				
VANGUARD PRECIOUS METALS & MINING FUND INVESTOR CLASS SHS #53	921908708	5,264.463	138,386.15	115,081.16
VNGRD DIVIDEND GROWTH FUND INVESTOR CLASS SHS #57	921908604	13,448.922	201,668.78	218,243.54
WISDOMTREE TRUST DIV EX-FINL FD	97717W406	2,993.000	147,253.18	163,026.71
<b>UIT/Fd/ETF - Fixed Inc Taxable</b>				
ISHARES TR DJ SEL DIV INX	464287168	1,456,000	72,978.36	80,691.52
SPDR SERIES TRUST S&P BIOTECH	78464AB70	513,000	32,340.32	39,429.18
SPDR SERIES TRUST S&P DIVID ETF	78464A763	1,372,000	71,834.47	76,708.52



■ Account Name  
MARGOESFN0N

### Asset Detail - Principal Portfolio (continued)

Funds		Asset Name	CustP	Shares/ Units Held	Cost Basis	Market Value
UITF/ETF - Equity						
VANGUARD INDEX FDS GROWTH ETF	922908736			3,359,000	209,429.37	231,032.02
VANGUARD INDEX FDS MCAP GRD IDXVIP	922908538			1,193,000	74,401.93	80,706.45
VANGUARD INDEX FDS MCAP VLD IDXVIP	922908512			460,000	22,221.70	25,916.40
VANGUARD INDEX FDS SM CP VAL ETF	922908611			222,000	13,643.79	15,262.50
VANGUARD INDEX FDS SM CP GRW ETF	922908595			754,000	59,143.11	64,120.16
VANGUARD INDEX FDS VALUE ETF	922908744			400,000	19,707.92	22,568.00
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	922042874			164,000	6,850.30	7,553.84
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	922042858			2,077,000	88,890.52	92,696.51
VANGUARD TAX MANAGED INTL FD MSCI EAFF ETF	921943858			66,000	2,041.18	2,239.38

**U UnionBank**

**■ Account Name**  
MARGOES FNDN

**Asset Detail - Principal Portfolio (continued)**

<b>Funds</b>		<b>Shares/ Units Held</b>	<b>Cost Basis</b>	<b>Market Value</b>
<b>Asset Name</b>	<b>CUSIP</b>			
UIT/F/ETF - Equity				
WISDOMTREE TRUST INT'L DIV EX FINL	97717W786	2,769,000	121,001.52	117,017.94
<b>Total Funds</b>			<b>\$1,291,832.60</b>	<b>\$1,357,295.53</b>

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

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

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

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

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

► 

Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Type or print	Name of exempt organization or other filer, see instructions. <b>MARGOES FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>94-2955164</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1660 BUSH STREET, NO. 300</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SAN FRANCISCO, CA 94109</b>	

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

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

**PACIFIC FOUNDATION SERVICES LLC**

- The books are in the care of ► **1660 BUSH STREET #300 – SAN FRANCISCO, CA 94109**

Telephone No. ► **415-561-6540**

FAX No. ► \_\_\_\_\_

► 

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **OCTOBER 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

►  calendar year \_\_\_\_\_ or  
►  tax year beginning **MAR 1, 2011**, and ending **FEB 29, 2012**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>711.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>4,000.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>0.</b>

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)