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

2012

Department of the Treasury
Internal Revenue Service

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

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

The Joe MacPherson Foundation, Inc.
191 E. Main St 2A
Santa Ana, CA 92780

A Employer identification number
38-3779697

B Telephone number (see the instructions)
714-380-6200

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

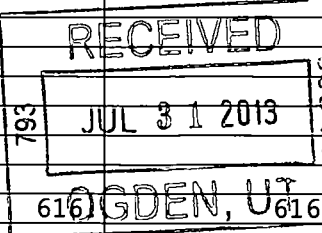
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 8,667,905.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,898,007.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	372.	372.	372.	
	4 Dividends and interest from securities	239,194.	239,194.	239,194.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-8,061.			
	b Gross sales price for all assets on line 6a	1,320,261.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	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)					
12 Total. Add lines 1 through 11	2,129,512.	239,566.	239,566.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	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)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stmt 1	766.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 2	5,408.	5,298.	5,298.	
	24 Total operating and administrative expenses. Add lines 13 through 23	6,174.	5,914.	5,914.	
	25 Contributions, gifts, grants paid Stmt. 3	488,500.			488,500.
26 Total expenses and disbursements. Add lines 24 and 25	494,674.	5,914.	5,914.	488,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,634,838.				
b Net investment income (if negative, enter -0-)		233,652.			
c Adjusted net income (if negative, enter -0-)			233,652.		



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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	54,237.	126,065.	126,065.	
	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				
	10a	Investments – U.S. and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule) Statement 4		664,156.	660,014.	
		c Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) Statement 5	6,509,224.	7,408,076.	7,881,826.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ See Statement 6)		2.			
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	6,563,461.	8,198,299.	8,667,905.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
FUNDED ASSETS OR ASSESSMENTS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted	6,563,461.	8,198,299.		
	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)	6,563,461.	8,198,299.			
31	Total liabilities and net assets/fund balances (see instructions)	6,563,461.	8,198,299.			

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	6,563,461.
2	Enter amount from Part I, line 27a	2	1,634,838.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,198,299.
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	8,198,299.

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 7			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-4,541.
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	-8,756.

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	351,500.	6,554,444.	0.053628
2010	285,000.	4,635,144.	0.061487
2009	1,585,000.	2,755,740.	0.575163
2008	555,000.	1,771,072.	0.313370
2007			

2 Total of line 1, column (d)	2	1.003648
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	0.250912
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,379,242.
5 Multiply line 4 by line 3	5	2,102,452.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,337.
7 Add lines 5 and 6	7	2,104,789.
8 Enter qualifying distributions from Part XII, line 4	8	488,500.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	4,673.
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	4,673.
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	4,673.
6 Credits/Payments:		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,095.
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	2,095.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,579.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	

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
1 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
1 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
4 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		
8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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 ▶ N/A	13	X	
14	The books are in care of ▶ <u>Richard Lang</u> Telephone no ▶ <u>714-380-6200</u> Located at ▶ <u>191 E Main St. #2A Tustin Ca</u> ZIP + 4 ▶ <u>92780</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 ▶ 15 N/A <input type="checkbox"/>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶	16		X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
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 ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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 2012?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Anne L MacPherson 11572 Padia Lane Tustin, CA 92705	Pres/CEO/Dir 20.00	0.	0.	0.
James MacPherson 13631 Jenet Circle Santa Ana, CA 92705	CFO/Sec/Dir 5.00	0.	0.	0.
Jeffrey MacPherson 129 Palette Court Bozeman, MT 59715	V.Pres./Dir 5.00	0.	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 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	7,958,119.
b Average of monthly cash balances	1 b	548,726.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	8,506,845.
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	8,506,845.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	127,603.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,379,242.
6 Minimum investment return. Enter 5% of line 5	6	418,962.

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	418,962.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	4,673.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	4,673.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	414,289.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	414,289.	
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	414,289.	

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	488,500.
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	488,500.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	488,500.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012.				414,289.
a Enter amount for 2011 only				
b Total for prior years: 20 __, 20 __, 20 __		0.	0.	
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	555,000.			
c From 2009	1,585,000.			
d From 2010	57,524.			
e From 2011	351,500.			
f Total of lines 3a through e	2,549,024.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 488,500.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	74,211.			414,289.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,623,235.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,623,235.			
10 Analysis of line 9:				
a Excess from 2008	555,000.			
b Excess from 2009	1,585,000.			
c Excess from 2010	57,524.			
d Excess from 2011	351,500.			
e Excess from 2012	74,211.			

BAA

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

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization The Joe MacPherson Foundation, Inc.	Employer identification number 38-3779697
--	---

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

The Joe MacPherson Foundation, Inc.

38-3779697

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Joe MacPherson Lead Trust ----- 191 E Main St #2A ----- Tustin, Ca 92780 -----	\$ 1,898,007. -----	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization: **The Joe MacPherson Foundation, Inc.** Employer identification number: **38-3779697**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.
 For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____ N/A
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

The Joe MacPherson Foundation, Inc.

38-3779697

Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Charitable Registry	\$ 150.			
Foreign taxes paid	616.	\$ 616.	\$ 616.	
Total	<u>\$ 766.</u>	<u>\$ 616.</u>	<u>\$ 616.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Fees	\$ 5,298.	\$ 5,298.	\$ 5,298.	
Postage, Office, Other Admin Exp	110.			
Total	<u>\$ 5,408.</u>	<u>\$ 5,298.</u>	<u>\$ 5,298.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity: CHARITABLE
 Donee's Name: Human Options
 Donee's Address: PO Box 53745
 Irvine, Ca 92619
 Relationship of Donee: None
 Organizational Status of Donee: 501(c) (3)
 Amount Given: \$ 10,000.

Class of Activity: CHARITABLE
 Donee's Name: Big Brothers/Big Sisters
 Donee's Address: 14131 Yorba St Ste 200
 Tustin, Ca 92780
 Relationship of Donee: None
 Organizational Status of Donee: 501(c) (3)
 Amount Given: 20,000.

Class of Activity: CHARITABLE
 Donee's Name: Second Harvest of Orange County
 Donee's Address: 8014 Marine Way
 Irvine, Ca 92618
 Relationship of Donee: None
 Organizational Status of Donee: 501(c) (3)
 Amount Given: 10,000.

Class of Activity: CHARITABLE
 Donee's Name: Laura's House
 Donee's Address: 999 Corporate Dr Ste 225
 Ladera Ranch, Ca 92694

The Joe MacPherson Foundation, Inc.

38-3779697

Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Relationship of Donee:	None	
Organizational Status of Donee:	501(c) (3)	
Amount Given:		\$ 175,000.
Class of Activity:	CHARITABLE	
Donee's Name:	Boys and Girls Club of Santa Ana	
Donee's Address:	250 N Golden Circle #104 Santa Ana, Ca 92705	
Relationship of Donee:	None	
Organizational Status of Donee:	501(c) (3)	
Amount Given:		135,000.
Class of Activity:	CHARITABLE	
Donee's Name:	Habitat for Humanity of Orange	
Donee's Address:	2200 S Ritchey St Santa Ana, Ca 92705	
Relationship of Donee:	None	
Organizational Status of Donee:	501(c) (3)	
Amount Given:		25,000.
Class of Activity:	CHARITABLE	
Donee's Name:	Orangewood Childrens FDN	
Donee's Address:	1575 E. 17th St Santa Ana, Ca 92705	
Relationship of Donee:	None	
Organizational Status of Donee:	501(c) (3)	
Amount Given:		7,500.
Class of Activity:	CASA	
Donee's Name:	100 West Harrison, Suite 500	
Donee's Address:	Seattle, Wa 98119	
Relationship of Donee:	None	
Organizational Status of Donee:	501(c) (3)	
Amount Given:		7,500.
Class of Activity:	CHOC Children's Foundation	
Donee's Name:	455 South Main St.	
Donee's Address:	Orange, Ca 92868	
Relationship of Donee:	None	
Organizational Status of Donee:	501(c) (3)	
Amount Given:		7,500.
Class of Activity:	Orange County Community Foundation	
Donee's Name:	30 Corporate Park Suite 410	
Donee's Address:	Irvine, Ca 92606	
Relationship of Donee:	None	
Organizational Status of Donee:	501(c) (3)	
Amount Given:		14,500.
Class of Activity:	CHARITABLE	
Donee's Name:	St. Joseph Hospital Foundation	
Donee's Address:	1100 W Stewart Drive Orange, Ca 92868	
Relationship of Donee:	None	

The Joe MacPherson Foundation, Inc.

38-3779697

Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Organizational Status of Donee:	501 (c) (3)	
Amount Given:		\$ 10,000.
Class of Activity:	CHARITABLE	
Donee's Name:	Hoag Hospital Foundation	
Donee's Address:	500 Superior Ave Suite 350 Newport Beach, Ca 92663	
Relationship of Donee:	None	
Organizational Status of Donee:	501 (c) (3)	
Amount Given:		7,500.
Class of Activity:	CHARITABLE	
Donee's Name:	Orange Public Library Foundation	
Donee's Address:	407 E. Chapman Ave Orange, Ca 92866	
Relationship of Donee:	None	
Organizational Status of Donee:	501 (c) (3)	
Amount Given:		10,000.
Class of Activity:	CHARITABLE	
Donee's Name:	Amigos De Los Ninos	
Donee's Address:	PO Box 2602 La Habra, Ca 90632	
Relationship of Donee:	None	
Organizational Status of Donee:	501 (c) (3)	
Amount Given:		7,500.
Class of Activity:	CHARITABLE	
Donee's Name:	International Justice Missions	
Donee's Address:	PO Box 58147 Washington, DC 20037	
Relationship of Donee:	None	
Organizational Status of Donee:	501 (c) (3)	
Amount Given:		10,000.
Class of Activity:	CHARITABLE	
Donee's Name:	Gallatin Valley Food Bank	
Donee's Address:	602 Bond Street Bozeman, Mt 59715	
Relationship of Donee:	None	
Organizational Status of Donee:	501 (c) (3)	
Amount Given:		5,000.
Class of Activity:	charitable	
Donee's Name:	Compassion International	
Donee's Address:	12290 Voyager Parkway Colorado Springs, Co 80997	
Relationship of Donee:	None	
Organizational Status of Donee:	501 (c) (3)	
Amount Given:		10,000.
Class of Activity:	charitable	
Donee's Name:	FHS Instrumental Gold	
Donee's Address:	1921 Dodge Ave North Tustin, Ca 92705	
Relationship of Donee:	None	
Organizational Status of Donee:	501 (c) (3)	

The Joe MacPherson Foundation, Inc.

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Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:		\$ 6,500.
Class of Activity:	charitable	
Donee's Name:	Share Our Selves	
Donee's Address:	1550 Superior Ave Costa Mesa, Ca 92627	
Relationship of Donee:	None	
Organizational Status of Donee:	501(c) (3)	
Amount Given:		5,000.
Class of Activity:	charitable	
Donee's Name:	Chapman University	
Donee's Address:	One University Drive Orange, Ca 92866	
Relationship of Donee:	None	
Organizational Status of Donee:	501(c) (3)	
Amount Given:		5,000.
		Total \$ <u>488,500.</u>

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
American International Group Inc	Cost	\$ 18,714.	\$ 20,615.
Anglogold Ashanti LTD	Cost	31,037.	23,433.
AON PLC	Cost	17,755.	20,131.
Apache Corp	Cost	28,173.	20,646.
Barrick Gold Corp	Cost	22,375.	17,190.
Best Buy Co Inc	Cost	10,116.	5,570.
Ca Inc	Cost	33,922.	27,475.
Canadian Natural Res LTD	Cost	28,288.	24,251.
Capital One Finl	Cost	10,135.	10,485.
Cisco Systems Inc	Cost	22,640.	22,243.
Citigroup Inc Com New	Cost	22,760.	28,167.
CVS Caremark Corp	Cost	12,327.	13,586.
EMC Corp	Cost	6,522.	6,123.
General Motors Co	Cost	17,805.	20,786.
Goldman Sachs Group Inc	Cost	13,438.	14,925.
Halliburton Company	Cost	10,938.	11,621.
Hartford Finl Svcs	Cost	22,974.	26,502.
Ingersol-Rand PLC	Cost	10,484.	12,853.
JPMorgan Chase & Co	Cost	12,777.	14,334.
Lincoln Ntl Corp Ind	Cost	6,482.	6,786.
Loews Corp	Cost	12,446.	13,162.
Merck and Co Inc	Cost	10,586.	11,340.
Metlife Inc	Cost	21,025.	18,644.
Microsoft Corp	Cost	16,777.	14,450.
Noble Energy Inc	Cost	7,382.	7,529.
NRG Energy Inc	Cost	8,918.	12,093.
Occidental Pete Corp	Cost	10,870.	8,121.
Paccar Inc	Cost	9,975.	10,127.

The Joe MacPherson Foundation, Inc.

38-3779697

Statement 4 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Pfizer Inc	Cost	\$ 20,335.	\$ 23,524.
Philip Morris Intl Inc	Cost	6,899.	6,942.
Pitney Powes Inc	Cost	7,056.	4,075.
Raytheon Co Delaware	Cost	9,820.	11,052.
Sanofi ADR	Cost	25,864.	32,597.
Talisman Energy Inc	Cost	27,874.	24,699.
Teva Pharmactcl Inds	Cost	16,887.	14,712.
The Mosaic Company	Cost	7,312.	7,305.
Time Warner Inc	Cost	14,693.	18,941.
Union Pacific Corp	Cost	10,863.	12,321.
Unum Group	Cost	23,424.	21,736.
Viacom Inc	Cost	19,855.	21,729.
Wells Fargo & Co New	Cost	15,633.	17,193.
	Total	\$ 664,156.	\$ 660,014.

Statement 5
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Eaton Vance Atlanta Fd Cl A	Cost	\$ 702,324.	\$ 712,775.
Total Other Investments		\$ 702,324.	\$ 712,775.
<u>Other Publicly Traded Securities</u>			
American Euro Pacific Growth Fd	Cost	715,790.	749,023.
American Growth Fd of Am	Cost	1,034,643.	1,159,945.
Davis NY Venture Fd A	Cost	481,275.	517,503.
Nuveen Tradewinds Val Opportunities Fd A	Cost	0.	0.
Ishares MSCI Emerging Mkts	Cost	272,782.	283,840.
Pimco Total Return Fund	Cost	1,943,604.	1,992,777.
S&P US Pfd Stk Index Fd	Cost	573,534.	578,452.
Templeton Global Bond Fd Cl A	Cost	902,455.	919,787.
SPDR Gold Trust	Cost	409,013.	567,071.
Ishares Barclays TIPS BO	Cost	372,656.	400,653.
Total Other Publicly Traded Securities		\$ 6,705,752.	\$ 7,169,051.
	Total	\$ 7,408,076.	\$ 7,881,826.

The Joe MacPherson Foundation, Inc.

38-3779697

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Rounding	\$ 2.	
Total	\$ 2.	\$ 0.

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

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	.097 PIMCO TOTAL RTN FD CL A	Purchased	12/12/2012	12/17/2012
2	1563.447 NUVEEN TRDW VL OPP CL A	Purchased	Various	4/03/2012
3	.513 AMERICAN EURO PAC GROW A	Purchased	12/28/2011	1/24/2012
4	540 ISHARES BARCLAYS TIPS	Purchased	3/15/2011	12/17/2012
5	16890 NUVEEN TRDW VL OPP CL A	Purchased	Various	4/03/2012
6	7501.11 PIMCO TOTAL RTN FD CL A	Purchased	8/21/2009	12/17/2012
7	4035 AMERICAN EURO PAC GROW A	Purchased	6/09/2008	1/24/2012
8	8718 DAVIS NY VENTURE FD CL A	Purchased	Various	1/30/2012
9	1 PIMCO TOTAL RTN FD CL A	Purchased	12/06/2012	12/17/2012
10	362 AON CORP	Purchased	Various	4/02/2012
11	34 CVS CAREMARK CORP	Purchased	2/14/2012	7/19/2012
12	1189 GENWORTH FINL INC	Purchased	Various	4/24/2012
13	906 HEWLETT PACKARD CO	Purchased	Various	11/20/2012
14	62 INGERSOL-RAND PLC	Purchased	2/14/2012	2/21/2012
15	82 LINCOLN NTL CORP	Purchased	2/14/2012	3/15/2012
16	130 LOEWS CORP	Purchased	2/14/2012	7/19/2012
17	142 MOTOROLA SOLUTIONS INC	Purchased	2/14/2012	4/25/2012
18	69 NOBLE ENERGY INC	Purchased	2/14/2012	Various
19	41 PHILIP MORRIS INTL	Purchased	2/14/2012	9/11/2012
20	429 PFIZER INC	Purchased	2/14/2012	Various
21	43 RAYTHEON CO	Purchased	2/14/2012	4/30/2012
22	109 VIACOM INC	Purchased	2/14/2012	9/13/2012
23	37 WELLS FARGO & CO	Purchased	2/14/2012	9/19/1972
25	Capital Gain Dividends			
25	Wash Sale			

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	1.		1.	0.				\$ 0.
2	49,292.		47,631.	1,661.				1,661.
3	19.		21.	-2.				-2.
4	65,518.		59,414.	6,104.				6,104.
5	532,373.		532,697.	-324.				-324.
6	84,988.		80,037.	4,951.				4,951.
7	149,981.		194,366.	-44,385.				-44,385.
8	299,986.		319,372.	-19,386.				-19,386.
9	11.		0.	11.				11.
10	17,755.		17,562.	193.				193.
11	1,572.		1,467.	105.				105.
12	7,193.		10,517.	-3,324.				-3,324.
13	10,698.		21,020.	-10,322.				-10,322.
14	2,534.		2,399.	135.				135.

The Joe MacPherson Foundation, Inc.

38-3779697

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

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
15	2,240.		1,954.	286.			\$ 286.	
16	5,338.		4,944.	394.			394.	
17	7,282.		6,735.	547.			547.	
18	6,441.		7,121.	-680.			-680.	
19	3,644.		3,327.	317.			317.	
20	10,446.		9,136.	1,310.			1,310.	
21	2,329.		2,161.	168.			168.	
22	5,576.		5,326.	250.			250.	
23	1,309.		1,114.	195.			195.	
25							3,520.	
25							53,735.	
							Total \$ -4,541.	

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **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 and click on *e-file for Charities & Nonprofits*.

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

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

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

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions.</small>	<small>Name of exempt organization or other filer, see instructions</small>	<small>Employer identification number (EIN) or</small>
	The Joe MacPherson Foundation, Inc.	38-3779697
	<small>Number, street, and room or suite number. If a P O box, see instructions</small>	<small>Social security number (SSN)</small>
	191 E. Main St 2A	
	<small>City, town or post office, state, and ZIP code. For a foreign address, see instructions</small>	
	Santa Ana, CA 92780	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

● The books are in the care of ▶ Richard Lang -----

Telephone No ▶ 714-380-6200 ----- FAX No ▶ 714-680-6442 -----

- 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 8/15, 2013, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶ calendar year 2012 or
- ▶ tax year beginning _____, 20____, and ending _____, 20_____.

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	\$	4,673.
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	\$	2,095.
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	\$	2,578.

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.