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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 ,

Jerome Foundation  
541 E. Chapman Ave., Suite B  
Orange, CA 92866

**A** Employer identification number  
**95-6039063**

**B** Telephone number (see the instructions)  
**714-538-2383**

**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:

<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 foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ **10,897,792.**

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

<b>Part II Analysis of Revenue and Expenses</b> (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)
<b>1</b>	Contributions, gifts, grants, etc. received (att sch)	50,000.			
<b>2</b>	Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b>	Interest on savings and temporary cash investments	2.	2.	2.	
<b>4</b>	Dividends and interest from securities	327,305.	327,305.	327,305.	
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain/(loss) from sale of assets not on line 10	52,071.			
<b>b</b>	Gross sales price for all assets on line 6a	582,029.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		52,071.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less. Cost of goods sold				
<b>c</b>	Gross profit/(loss) (att sch)				
<b>11</b>	Other income (attach schedule)				
<b>12</b>	<b>Total.</b> Add lines 1 through 11	429,378.	379,378.	327,307.	
<b>13</b>	Compensation of officers, directors, trustees, etc				
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach sch) See St 1	5,705.			
<b>c</b>	Other prof fees (attach sch)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule)(see instrs) See. Stm. 2	758.	673.		
<b>19</b>	Depreciation (attach sch) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) See Statement 3	27,763.	16,969.		
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	34,226.	17,642.		
<b>25</b>	Contributions, gifts, grants paid Part XV	407,818.			407,818.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	442,044.	17,642.	0.	407,818.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements.</b>	-12,666.			
<b>b</b>	Net investment income (if negative, enter -0-)		361,736.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)			327,307.	

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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	121,069.	182,247.	182,247.
	2	Savings and temporary cash investments	411,501.	524,385.	524,385.
	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) <b>Statement 4</b>	4,952,079.	5,020,751.	9,207,545.
		c Investments – corporate bonds (attach schedule) <b>Statement 5</b>	1,255,077.	980,796.	983,615.
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	6,739,726.	6,708,179.	10,897,792.	
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	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund	2,844,803.	2,844,803.	
29	Retained earnings, accumulated income, endowment, or other funds	3,894,923.	3,863,376.		
30	<b>Total net assets or fund balances</b> (see instructions)	6,739,726.	6,708,179.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	6,739,726.	6,708,179.		

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	6,739,726.
2	Enter amount from Part I, line 27a	2	-12,666.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	6,727,060.
5	Decreases not included in line 2 (itemize). <b>See Statement 6</b>	5	18,881.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	6,708,179.

**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). <span style="float:right">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	2	52,071.
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	0.

**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	477,274.	10,108,772.	0.047214
2010	460,444.	9,358,410.	0.049201
2009	403,038.	8,298,449.	0.048568
2008	429,917.	10,040,373.	0.042819
2007	581,988.	11,352,916.	0.051263

2 Total of line 1, column (d)	2	0.239065
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	0.047813
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,490,159.
5 Multiply line 4 by line 3	5	501,566.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,617.
7 Add lines 5 and 6	7	505,183.
8 Enter qualifying distributions from Part XII, line 4	8	407,818.

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	7,235.
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	7,235.
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	7,235.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012.	6 a	14,996.	
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	* 969.	
7 Total credits and payments. Add lines 6a through 6d.	7		15,965.
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		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10		8,730.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 8,730. Refunded 0.	11		0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. . . . ▶ \$ 0. (2) On foundation managers. . . . ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. . . . ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

\*The attached Form 2439 reflects tax paid of \$969

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).
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of Sherrie Spray Telephone no. 714-538-2393
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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.

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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
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)? 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? Yes No X
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.
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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

**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).

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 N/A.

5 b		X
6 b		X
7 b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		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  Yes  No 0



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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities.....	<b>1 a</b>	10,021,155.
<b>b</b> Average of monthly cash balances.....	<b>1 b</b>	628,753.
<b>c</b> Fair market value of all other assets (see instructions).....	<b>1 c</b>	
<b>d</b> Total (add lines 1a, b, and c).....	<b>1 d</b>	10,649,908.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).....	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets.....	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d.....	<b>3</b>	10,649,908.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions).....	<b>4</b>	159,749.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.....	<b>5</b>	10,490,159.
<b>6</b> Minimum investment return. Enter 5% of line 5.....	<b>6</b>	524,508.

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

<b>1</b> Minimum investment return from Part X, line 6.....	<b>1</b>	524,508.
<b>2a</b> Tax on investment income for 2012 from Part VI, line 5.....	<b>2 a</b>	7,235.
<b>b</b> Income tax for 2012. (This does not include the tax from Part VI.).....	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b.....	<b>2 c</b>	7,235.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1.....	<b>3</b>	517,273.
<b>4</b> Recoveries of amounts treated as qualifying distributions.....	<b>4</b>	
<b>5</b> Add lines 3 and 4.....	<b>5</b>	517,273.
<b>6</b> Deduction from distributable amount (see instructions).....	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.....	<b>7</b>	517,273.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26.....	<b>1 a</b>	407,818.
<b>b</b> Program-related investments – total from Part IX-B.....	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes..	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required).....	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule).....	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4..	<b>4</b>	407,818.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).....	<b>5</b>	
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4.....	<b>6</b>	407,818.

**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				517,273.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			311,954.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 407,818.				
a Applied to 2011, but not more than line 2a			311,954.	
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				95,864.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				421,409.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

**1 Information Regarding Foundation Managers:**

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

James M. Andreoli

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

None

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

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

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

See Statement 9

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

See Statement for Line 2a

**c** Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

**Part XV** Supplementary Information (continued)

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

Recipient 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
a Paid during the year See Statement 10				
<b>Total</b> .....				<b>3 a</b> 407,818.
b Approved for future payment				
<b>Total</b> .....				<b>3 b</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

Jerome Foundation

Employer identification number

95-6039063

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

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

**Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

Employer identification number

Jerome Foundation

95-6039063

**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	Baker Commodities ----- 4020 Bandini Blvd. ----- Vernon, CA 90058 -----	\$ 50,000	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

Jerome Foundation

Employer identification number

95-6039063

**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	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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**Statement 1**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees.....	\$ 5,705.			
Total	<u>\$ 5,705.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes.....	\$ 673.	\$ 673.		
Non Profit Corp Fee.....	75.			
Other.....	10.			
Total	<u>\$ 758.</u>	<u>\$ 673.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges.....	\$ 1,070.			
Bookkeeping service.....	8,450.			
Investment fees..	16,969.	\$ 16,969.		
Office expense.....	446.			
Storage ..	828.			
Total	<u>\$ 27,763.</u>	<u>\$ 16,969.</u>	<u>\$ 0.</u>	<u>\$ 0.</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>
Am Electric Power 1500 shs	Mkt Val	\$ 58,403.	\$ 64,020.
AT & T 3000 shs	Mkt Val	102,339.	101,130.
Bank of America 6100 shs	Mkt Val	93,740.	70,821.
Bristol Myers 4600 shs	Mkt Val	84,750.	149,914.
CA Water Service 2000 shs	Mkt Val	25,640.	36,700.
Caterpillar 29000 shs	Mkt Val	130,375.	277,786.
Chevron Texaco 1122 shs	Mkt Val	36,510.	121,333.
Cisco 800 shs	Mkt Val	23,795.	15,720.
Calcor 10000 shs	Mkt Val	83,583.	477,800.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Deere & Co. 6000 shs	Mkt Val	\$ 153,675.	\$ 518,520.
Dow Chemical 1000 shs	Mkt Val	39,032.	32,329.
Du Pont 1000 shs	Mkt Val	65,724.	53,974.
Edison 2200 shs	Mkt Val	59,334.	99,418.
Emerson Electric 8400 shs	Mkt Val	207,395.	444,864.
Exxon Mobil 5800 shs	Mkt Val	180,938.	501,990.
GE 21300 shs	Mkt Val	260,943.	447,087.
General Mills 12600 shs	Mkt Val	232,851.	509,292.
Heinz 3000 shs	Mkt Val	106,095.	173,040.
Ill Tool 1000 shs	Mkt Val	40,331.	60,810.
Ingersol Rand 1100 shs	Mkt Val	35,424.	52,756.
Intel 6500 shs	Mkt Val	215,268.	134,030.
IBM - 1900 shs	Mkt Val	196,421.	363,945.
Johnson & Johnson 5100 shs	Mkt Val	312,613.	357,510.
John Hancock Fund 600 shs	Mkt Val	14,850.	13,542.
Kimberly Clark 4700 shs	Mkt Val	190,140.	396,821.
Babson Corp 9400 shs	Mkt Val	98,833.	143,632.
Microsoft 1100 shs	Mkt Val	28,976.	29,381.
Mirant WTS 103 shs	Mkt Val	1,426.	0.
Pfizer 2470 shs	Mkt Val	53,364.	66,962.
Proctor & Gamble 10815 shs	Mkt Val	291,907.	734,230.
P G & E 500 shs	Mkt Val	20,144.	20,090.
RPM 4000 shs	Mkt Val	49,156.	117,440.
Smucker 66 shs	Mkt Val	2,190.	5,692.
So. Company 4500 shs	Mkt Val	97,235.	192,645.
3M Co. 6000 shs	Mkt Val	225,621.	557,100.
US Bankcorp Del 2031 shs	Mkt Val	13,406.	64,870.
Verizon 1220 shs	Mkt Val	56,843.	52,789.
Walmart 1640 shs	Mkt Val	62,968.	111,897.
Teradata Corp 374 shs	Mkt Val	224.	23,147.
Berkshire 850 shs	Mkt Val	17,546.	76,245.
Chevron Texaco 500 shs	Mkt Val	17,224.	54,070.
Conoco Phillips 500 shs	Mkt Val	24,029.	28,995.
Gilead Sci 500 shs	Mkt Val	8,796.	36,725.
ISHS Lat America 1000 shs	Mkt Val	29,368.	43,840.
Johnson & Johnson 500 shs	Mkt Val	6,798.	35,050.
Proctor & Gamble 600 shs	Mkt Val	11,076.	40,734.
Pepsico 500 shs	Mkt Val	22,696.	34,215.
Schein Henry 250 shs	Mkt Val	5,300.	20,105.
Deere & Co. 260 shs	Mkt Val	13,750.	22,469.
Google Inc. 60 shs	Mkt Val	41,984.	42,443.
Apple 200 shs	Mkt Val	20,082.	106,435.
Wal Mart 200 shs	Mkt Val	2,350.	13,646.
Wells Fargo 2500 shs	Mkt Val	59,125.	85,450.
McDonalds 500 shs	Mkt Val	28,962.	44,105.
CVS/Caremark 400 shs	Mkt Val	22,366.	29,010.
Century Link 84 shs	Mkt Val	2,127.	3,286.
Nextra Energy 800 shs	Mkt Val	54,644.	69,190.
BHP Billiton 160 shs	Mkt Val	10,149.	12,547.
Capital One Financial 600 shs	Mkt Val	22,945.	34,758.
CVS/Caremark 200 shs	Mkt Val	5,732.	9,670.
IShares Comex gold 6500 shs	Mkt Val	67,179.	105,815.
IShares Silver 1450 shs	Mkt Val	13,776.	23,496.
IShares Inc MSCI CDA 800 shs	Mkt Val	19,916.	22,720.
IShares Inc MSCI Emg Mkt 640 shs	Mkt Val	17,952.	28,384.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
IShares Taiwan 2000 shs	Mkt Val	\$ 22,304.	\$ 27,240.
Abbott Laboratory 100 shs	Mkt Val	5,465.	6,550.
Advanced Data Processing 700 shs	Mkt Val	46,008.	51,237.
Frontier Communications 292 shs	Mkt Val	3,829.	1,250.
Exxon 212 shs	Mkt Val	18,614.	18,349.
Macerich 750 shs	Mkt Val	29,540.	43,725.
SPDR DJ Wilshire 400 shs	Mkt Val	14,360.	16,540.
Vanguard REIT VIP 500 shs	Mkt Val	24,600.	32,900.
Diamond Hill 1323.251 shs	Mkt Val	21,000.	24,282.
Merger FD SH 1569.992 shs	Mkt Val	25,060.	24,853.
Amazon 50 shs	Mkt Val	10,271.	12,544.
Accentive 200 shs	Mkt Val	10,940.	13,300.
Diageo PLC ADR 125 shs	Mkt Val	9,815.	14,573.
ECOLab 200 shs	Mkt Val	10,006.	14,380.
Federated Strat 8328.257 shs	Mkt Val	40,000.	41,558.
Precision Castpart 75 shs	Mkt Val	12,460.	14,207.
Costco 125 shs	Mkt Val	10,590.	12,341.
Yum Brands 450 shs	Mkt Val	24,480.	29,880.
Union Pacific 125 shs	Mkt Val	12,274.	15,715.
Las Vegas Sands - 200 shs	Mkt Val	10,597.	9,232.
Abbott Labs - 50 shs	Mkt Val	3,255.	3,275.
Aff Managers GP - 40 shs	Mkt Val	5,206.	5,206.
Celanese Corp - 100 shs	Mkt Val	4,024.	4,453.
IShares Mexi - 75 shs	Mkt Val	5,046.	5,290.
IShares So Korea - 75 shs	Mkt Val	4,493.	4,751.
Microsoft - 150 shs	Mkt Val	4,050.	4,006.
Qualcomm - 75 shs	Mkt Val	4,771.	4,639.
Visa Class - 100 shs	Mkt Val	10,256.	15,158.
Intuitive Surgical - 15 shs	Mkt Val	8,069.	7,356.
Coach - 100 shs	Mkt Val	5,593.	5,551.
Drehaus Act - 2365.184 shs	Mkt Val	25,000.	25,237.
Fed Ex - 100 shs	Mkt Val	9,295.	9,172.
IShares MISC1 - 182 shs	Mkt Val	10,006.	10,349.
IShares Mid Cap S&P - 75 shs	Mkt Val	8,200.	8,581.
IShares Mid Cap 400 - 110 shs	Mkt Val	9,996.	11,187.
Ralph Lauren - 75 shs	Mkt Val	12,292.	11,244.
Wynn Resorts - 60 shs	Mkt Val	7,143.	6,749.
Danaher - 175 shs	Mkt Val	9,842.	9,783.
Fastenal - 200 shs	Mkt Val	10,656.	9,330.
Eaton Corp - 58.109 shs	Mkt Val	3,011.	3,142.
	Total	\$ 5,020,751.	\$ 9,207,545.

**Statement 5**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Bank of America 4.9% 100,000	Mkt Val	\$ 102,038.	\$ 101,364.
Bank of America 5.125% 100,000	Mkt Val	104,943.	106,645.
Citigroup 6.5% 25,000	Mkt Val	25,749.	25,865.
Wells Fargo 4.95% 100,000	Mkt Val	93,704.	103,386.

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**Statement 5 (continued)**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Anheuser Busch 4.95% 50,000	Mkt Val	\$ 53,496.	\$ 52,237.
Bank of America 5/375% 100,000	Mkt Val	105,418.	105,684.
BP Capital Markets 5.25% 50,000	Mkt Val	47,519.	52,018.
Citigroup 6.01% 200,000	Mkt Val	223,384.	218,542.
HSBC 5.65% 100,000	Mkt Val	108,247.	104,527.
Nations Bank 7.75% 100,000	Mkt Val	116,298.	113,347.
	Total	<u>\$ 980,796.</u>	<u>\$ 983,615.</u>

**Statement 6**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

Federal income taxes.....	\$ 18,881.
Total	<u>\$ 18,881.</u>

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

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	600 Exxon	Purchased	Various	5/15/2012
2	200 General Mills	Purchased	Various	5/15/2012
3	90 Genon Energy	Purchased	Various	Various
4	300 Proctor & Gamble	Purchased	Various	5/15/2012
5	300 3M Company	Purchased	Various	5/15/2012
6	750 Washington Mutual	Purchased	Various	Various
7	700 Adobe	Purchased	Various	2/28/2012
8	100 Boeing	Purchased	Various	5/08/2012
9	550 Bristol Myers	Purchased	Various	3/16/2012
10	200 CVS	Purchased	Various	5/18/2012
11	400 CVS	Purchased	Various	3/16/2012
12	661.376 Dreyfus Hi Yield	Purchased	Various	1/17/2012
13	650 IShs TR HK	Purchased	Various	10/22/2012
14	50 Proctor & Gamble	Purchased	Various	5/18/2012
15	450 Sheen Henry	Purchased	Various	Various
16	1352.398 Alliance Berstein	Purchased	Various	9/17/2012
17	600 Thermo Fish	Purchased	Various	2/28/2012
18	2067.381 Hussman Stat	Purchased	Various	9/10/2012
19	250 Phillips 66	Purchased	Various	5/23/2012
20	Eaton Corporation	Purchased	Various	12/17/2012
21	100000 Walt Disney Note	Purchased	Various	3/01/2012
22	50000 Westinghouse Note	Purchased	Various	8/01/2012
23	100000 JP Morgan Chase	Purchased	Various	6/15/2012
24	23 Fairpoint	Purchased	Various	Various
25	Babson-L/T Cap gain- Undistributed	Purchased	Various	12/30/2012
26	Cooper	Purchased	Various	12/30/2012

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

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	48,383.		18,720.	29,663.				\$ 29,663.
2	7,711.		3,696.	4,015.				4,015.
3	183.		941.	-758.				-758.
4	18,738.		8,100.	10,638.				10,638.
5	25,267.		11,282.	13,985.				13,985.
6	0.		18,495.	-18,495.				-18,495.
7	23,002.		19,301.	3,701.				3,701.
8	7,308.		7,889.	-581.				-581.
9	18,343.		14,247.	4,096.				4,096.
10	9,092.		5,732.	3,360.				3,360.
11	18,068.		11,464.	6,604.				6,604.
12	8,829.		10,000.	-1,171.				-1,171.
13	24,264.		22,594.	1,670.				1,670.
14	3,194.		972.	2,222.				2,222.
15	34,265.		9,540.	24,725.				24,725.
16	15,742.		30,808.	-15,066.				-15,066.
17	33,624.		25,884.	7,740.				7,740.
18	22,555.		27,000.	-4,445.				-4,445.
19	7,750.		7,141.	609.				609.
20	6.		5.	1.				1.
21	100,000.		112,429.	-12,429.				-12,429.
22	50,000.		56,396.	-6,396.				-6,396.
23	100,000.		105,455.	-5,455.				-5,455.
24	0.		266.	-266.				-266.
25	2,769.		0.	2,769.				2,769.
26	2,936.		1,601.	1,335.				1,335.
								Total \$ 52,071.

**Statement 8**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
James M. Andreoli 4020 Bandini Blvd. Vernon, CA 90058	President 0	\$ 0.	\$ 0.	\$ 0.
Richard Jerome 4020 Bandini Blvd Vernon, CA 90058	Director 0	0.	0.	0.
Mitchell Ebright 4020 Bandini Blvd. Vernon, CA 90058	Sec/Treas 0	0.	0.	0.

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**Statement 8 (continued)**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
Martha E. Morales 4020 Bandini Blvd. Vernon, CA 90058	Director 0	\$ 0.	\$ 0.	\$ 0.
Anthony Andreoli 4020 Bandini Blvd. Vernon, CA 90058	Director 0	0.	0.	0.
James A. Andreoli 4020 Bandini Blvd. Vernon, CA 90058	Director 0	0.	0.	0.
Andrew Andreoli 4020 Bandini Blvd. Vernon, CA 90058	Director 0	0.	0.	0.
<b>Total</b>		<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

Name of Grant Program:  
Name: Jerome Foundation  
Care Of: Sherrie Spray  
Street Address: 541 E. Chapman Ave., Suite B  
City, State, Zip Code: Orange, CA 92866  
Telephone: 714-538-2393  
E-Mail Address:  
Form and Content: No standard form or specific format  
Submission Deadlines: None  
Restrictions on Awards: See statement attached

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
La Habra Children's Museum 301 S. Euclid La Habra, CA 90631	Public Charity	Public	Unrestricted	\$ 5,000.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Variety Boys/Girls Club 2530 Cincinnati St. Los Angeles, CA 90033	Public Charity	Public	Unrestricted	\$ 17,500.
YMCA - Whittier 12817 East Hadley Street Whittier, CA 90601	Public Charity	Public	Unrestricted	5,000.
CA Special Olympics 6730 Carson Street Long Beach, CA 90808	Public Charity	Public	Unrestricted	5,000.
Children's Hospital of LA 4650 Sunset Blvd. Los Angeles, CA 90027	Public Charity	Public	Unrestricted	5,000.
Children's Hospital of OC 455 South Main Street Orange, CA 92868	Public Charity	Public	Unrestricted	5,000.
Myasthenia Gravis Fndtn 5675 Telegraph Road, Ste. 230 Los Angeles, CA 90040	Public Charity	Public	Unrestricted	5,000.
Future Farmer's - Nat'l 6060 FFA Drive Indianapolis, IN 46268	Public Charity	Public	Unrestricted	5,000.
Jerome Foundation Salcedo Cor. Gamboa Sts. Rizal, Philippines,	Private Foundation	Public	Unrestricted	209,818.
Paget Foundation 120 Wall St. , Ste 1602 New York, NY 10005	Public Charity	Public	Unrestricted	5,000.
Downey Civic Light Opera P.O. Box 429 Downey, CA 90241	Public Charity	Public	Unrestricted	5,000.
St. Anthony Indian Assoc P.O. Box 486 Zuni, NM 87327	Public Charity	Public	Unrestricted	2,500.
Recording for the Blind 5022 Hollywood Blvd. Los Angeles, CA 90027	Public Charity	Public	Unrestricted	2,500.
Whittier Boys/Girls Club 7905 South Greenleaf Ave. Whittier, CA 90602	Public Charity	Public	Unrestricted	5,000.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found-ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Jr. Achievement L.A. 6250 Forest Lawn Drive Los Angeles, CA 90068	Public Charity	Public	Unrestricted	\$ 5,000.
Union Rescue Mission 545 S. San Pedro St. Los Angeles, CA 90013	Public Charity	Public	Unrestricted	5,000.
Children of the Night 14530 Sylvan St. Van Nuys, CA 91411	Public Charity	Public	Unrestricted	5,000.
House Research Institute 2100 W. Third St. Los Angeles, CA 90057	Public Charity	Public	Unrestricted	15,000.
Resurrection School 3360 East Opal St. Los Angeles, CA 90023	Public Charity	Public	Unrestricted	2,500.
Jerome Peacock-USC Loan 1975 Zonal Ave. Los Angeles, CA 90033	Public Charity	Public	Unrestricted	12,000.
LA Maritime Institute Berth 73, Suite 2 San Pedro, CA 90731	Public Charity	Public	Unrestricted	5,000.
LA Food Bank 1734 E. 41st Street Los Angeles, CA 90058	Public Charity	Public	Unrestricted	2,500.
Make a Wish Fndtn 1875 Century Park E., Ste 950 Los Angeles, CA 90067	Public Charity	Public	Unrestricted	5,000.
KCET 2900 Alameda Burbank, CA 91505	Public Charity	Public	Unrestricted	2,500.
KOCE P.O. Box 25113 Santa Ana, CA 92799	Public Charity	Public	Unrestricted	2,500.
CA Highway Patrol 11-99 Fnd 2244 N. State College Blvd. Fullerton, CA 92831	Public Charity	Public	Unrestricted	6,000.
Lilac Blind Foundation 1212 N. Howard Spokane, WA 99201	Public Charity	Public	Unrestricted	2,500.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Boy Scouts of America 1211 E. Dyer Road Santa Ana, CA 92706	Public Charity	Public	Unrestricted	\$ 10,000.
Whittier College 13406 E. Philadelphia St. Whittier, CA 90608	Public Charity	Public	Unrestricted	5,000.
Sight for Kids, Inc. PO Box 245 Whittier, CA 90608	Public Charity	Public	Unrestricted	5,000.
ARC of Southeast LA County 12049 Woodruff Downey, CA 90241	Public Charity	Public	Unrestricted	5,000.
Holy Angels Church of Deaf 4433 S. Santa Fe Vernon, CA 90058	Public Charity	Public	Unrestricted	5,000.
Pacific Crest Youth Arts Org 21231 Fountain Springs Rd. Diamond Bar, CA 91765	Public Charity	Public	Unrestricted	5,000.
Covenant House - Hollywood 1325 N. Western Avenue Hollywood, CA 90027	Public Charity	Public	Unrestricted	5,000.
CASA of Marion County Inc. P.O. Box 12765 Salem, OR 97309	Public Charity	Public	Unrestricted	2,500.
YMCA of Greater Whittier 12510 Hadley Street Whittier, CA 90601	Public Charity	Public	Unrestricted	5,000.
Matt Leinart Foundation 17280 Newhope Street Fountain Valley, CA 92708	Public Charity	Public	Unrestricted	2,500.
Whittier Presbyterian Church 12401 Washington Blvd. Whittier, CA 90602	Public Charity	Public	Unrestricted	5,000.

Total \$ 407,818.

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Federal Supplemental Information

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Part XV, 2d - Supplementary Information

None - Grants are made at the discretion of the trustees and are generally limited to Southern California public charitable organizations: principal private donee has been Jerome Foundation (Phillipines).

Jerome Foundation 95-6039063  
Return of Private Foundation  
Year Ended December 31, 2012

Statement Required by Regulation 53.4945-5(d)(2)  
Re: Part VII B - Question 5(c)

(I) Name and address of Grantee:

Jerome Foundation  
RFS Condominium Building  
Salcedo Cor. Gamboa Sts.  
Legaspi Village, Makati  
Rizal, Philippines

(II) Dates and Amount of Grants

01/05/2012	\$ 300
01/18	8,300
02/02	431
02/06	300
02/23	13,500
02/23	7,200
03/06	300
03/21	15,300
04/12	25,900
04/12	300
05/03	300
05/17	23,400
06/04	300
06/28	9,900
07/03	300
07/13	11,800
08/03	300
08/10	29,500
08/30	1,500
08/30	300
09/17	18,700
10/03	300
10/09	487
10/17	6,100
11/15	300
11/27	12,300
12/03	300
12/26	<u>21,900</u>
	<u>\$209,818</u>

Jerome Foundation 95-6039063  
Return of Private Foundation  
Year Ended December 31, 2012

Statement Required by Regulation 53.4945-5(d)(2)  
Re: Part VII B - Question 5(c)

(III) Purpose of Grants:

The purpose of the above grants was to assist the Jerome Foundation, Philippines, in its philanthropic and charitable projects in the Philippines.

(IV) Amounts Expended by Grants:

As of January 31, 2013, all grants had been expended for the above purposes.

(V) To the knowledge of the grantor, the grantee has not expended any of the funds for purposes other than those listed in (III) above.

(VI) The grantor received reports from the grantee on a quarterly basis throughout the tax year.

(VII) A verification of the grantee's reports was undertaken in January, 2013. All reports were found to be in order.