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

2012

For calendar year 2012 or tax year beginning

MAR 1, 2012

, and ending

FEB 28, 2013

Name of foundation

MARGOES FOUNDATION

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

1660 BUSH STREET

Room/suite

300

City or town, state, and ZIP code

SAN FRANCISCO, CA 94109

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **4,703,770.** (Part I, column (d) must be on cash basis.) J Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

A Employer identification number

94-2955164

B Telephone number

(415) 561-6540

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3					
4	Dividends and interest from securities	100,982.	100,982.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-14,874.			
b	Gross sales price for all assets on line 6a	437,971.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	29,560.	0.		STATEMENT 2
12	Total. Add lines 1 through 11	115,668.	100,982.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	4,720.	2,360.	2,360.
c	Other professional fees	STMT 4	78,654.	34,533.	44,121.
17	Interest				
18	Taxes	RECEIVED STMT 5	10.	0.	10.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		2,513.		2,513.
22	Printing and publications				
23	Other expenses	OGDEN, UT STMT 6	1,693.	0.	1,693.
24	Total operating and administrative expenses. Add lines 13 through 23		87,590.	36,893.	50,697.
25	Contributions, gifts, grants paid		213,500.		213,500.
26	Total expenses and disbursements. Add lines 24 and 25		301,090.	36,893.	264,197.
27	Subtract line 26 from line 12:		-185,422.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		64,089.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		50.	50.	50.
	2 Savings and temporary cash investments		2,646,785.	804,213.	804,213.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	STMT 9	138,954.	108,569.	108,569.
	b Investments - corporate stock				
	c Investments - corporate bonds	STMT 10	674,457.	1,403,620.	1,403,620.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 11	1,352,296.	2,387,318.	2,387,318.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		4,812,542.	4,703,770.	4,703,770.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		4,812,542.	4,703,770.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		4,812,542.	4,703,770.	
	31 Total liabilities and net assets/fund balances		4,812,542.	4,703,770.	

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	4,812,542.
2 Enter amount from Part I, line 27a	2	-185,422.
3 Other increases not included in line 2 (itemize) ►	3	150,438.
4 Add lines 1, 2, and 3	4	4,777,558.
5 Decreases not included in line 2 (itemize) ►	5	73,788.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,703,770.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a UNION BANK			P		
b UNION BANK - CAPITAL GAIN DISTRIBUTIONS			P		
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 428,595.		452,845.		-24,250.	
b 9,376.				9,376.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				-24,250.	
b				9,376.	
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		-14,874.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3		N/A

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

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

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

 Yes No

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

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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 (col. (b) divided by col. (c))
2011	274,260.	5,048,113.	.054329
2010	239,005.	5,109,315.	.046778
2009	218,677.	4,893,108.	.044691
2008	260,712.	4,945,460.	.052717
2007	244,634.	5,338,191.	.045827

2 Total of line 1, column (d)

2 .244342

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 .048868

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 4,679,175.

5 Multiply line 4 by line 3

5 228,662.

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

6 641.

7 Add lines 5 and 6

7 229,303.

8 Enter qualifying distributions from Part XII, line 4

8 264,197.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	641.
	Date of ruling or determination letter: _____			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (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	641.
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	641.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,289.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	3,289.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	2,648.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	11	2,648. Refunded ►	0.

Part VII-A | Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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	
1c	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. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
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>	2	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>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
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>	4b	
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?	5	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	N/A	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	6	X
	<u>CA</u>	7	X
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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)? If "Yes," complete Part XIV	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 **X**

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **HMELENDEZ@PFS-LLC.NET** 13 **X**

14 The books are in care of ► **PACIFIC FOUNDATION SERVICES LLC** Telephone no. ► **415-561-6540**
Located at ► **1660 BUSH STREET #300, SAN FRANCISCO, CA** ZIP+4 ► **94109**

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

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** Yes **X** No

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.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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.) Yes 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 ► **1b** **X**

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? 1c **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
If "Yes," list the years ► _____, _____, _____, _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 3b **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? 4a **X**

4b 4b **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)?
 Yes No
 (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

X

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

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

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

 Yes No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

►

0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services



0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	N/A	Expenses
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,991,469.
b	Average of monthly cash balances	1b	1,758,962.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,750,431.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,750,431.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,256.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,679,175.
6	Minimum investment return. Enter 5% of line 5	6	233,959.

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	233,959.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	641.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	641.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	233,318.
4	Recoveries of amounts treated as qualifying distributions	4	29,560.
5	Add lines 3 and 4	5	262,878.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	262,878.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	264,197.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	264,197.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	641.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	263,556.

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				262,878.
2 Undistributed income, if any, as of the end of 2012			3,658.	
a Enter amount for 2011 only				
b Total for prior years:		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: ► \$ 264,197.			3,658.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount	0.			260,539.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,339.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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 XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
a Paid during the year				
EQUAL OPPORTUNITY SCHOOLS 999 N NORTHLAKE WAY, SUITE 268 SEATTLE, WA 98103	N/A	509(A)(1)	DESIGNED TO INCREASE THE NUMBER OF LOW INCOME AND MINORITY HIGH SCHOOL STUDENTS TAKING ADVANCED	50,000.
BUILD 2385 BAY ROAD REDWOOD CITY, CA 94065	N/A	509(A)(1)	PENINSULA YOUTH ENTREPRENEURSHIP PROGRAM, PROVIDING ENTREPRENEURIAL TRAINING, ACADEMIC	25,000.
BRIDGE THE GAP COLLEGE PREP (BTGC) PO BOX 1390 SAUSALITO, CA 94965	N/A	509(A)(1)	HIGH SCHOOL EXTENDED LEARNING DAY PROGRAM, AN INTENSIVE COLLEGE ACCESS PROGRAM FOR HIGH SCHOOL STUDENTS	25,000.
CAMINAR 2600 S EL CAMINO REAL, SUITE 200 SAN MATEO, CA 94403	N/A	509(A)(1)	YAIL PROGRAM, SERVING TRANSITION YOUTH WITH MENTAL ILLNESS IN SAN MATEO COUNTY	20,000.
FAMILY SERVICE AGENCY OF SAN FRANCISCO 1010 GOUGH STREET SAN FRANCISCO, CA 94109	N/A	509(A)(1)	BEAM PROGRAM, PROVIDING SERVICES TO YOUNG ADULTS DIAGNOSED WITH EARLY ONSET OF BIPOLAR DISORDER.	20,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 213,500.
b Approved for future payment				
EQUAL OPPORTUNITY SCHOOLS 999 N NORTHLAKE WAY, SUITE 268 SEATTLE, WA 98103	N/A	509(A)(1)	DESIGNED TO INCREASE THE NUMBER OF LOW INCOME AND MINORITY HIGH SCHOOL STUDENTS TAKING ADVANCED	100,000.
Total				► 3b 100,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	100,982.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	-14,874.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>RETURN OF CHARITABLE</u>					
b <u>DISBURSEMENT FROM A</u>					
c <u>PRIOR YEAR</u>					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		115,668.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	115,668.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge	
	 Dennis W. Johnson	
	1-14-14	DIRECTOR
	Signature of officer or trustee	
	Date	
	Title	
	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KATHLEEN BURRY	<i>Kathleen Burry</i>	OCT 24 2013		P00394887
	Firm's name ► CALEGARI & MORRIS, ACCOUNTANTS			Firm's EIN ► 94-2186350	
Firm's address ► 123 MISSION STREET, 18TH FLOOR SAN FRANCISCO, CA 94105			Phone no. (415) 981-8766		

MARGOES FOUNDATION

94-2955164

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

73 500

223831
05-01-12

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - EQUAL OPPORTUNITY SCHOOLS

DESIGNED TO INCREASE THE NUMBER OF LOW INCOME AND MINORITY HIGH SCHOOL

STUDENTS TAKING ADVANCED PLACEMENT COURSES AND ACCESS TO COLLEGE.

NAME OF RECIPIENT - BUILD

PENINSULA YOUTH ENTREPRENEURSHIP PROGRAM, PROVIDING ENTREPRENEURIAL

TRAINING, ACADEMIC ENRICHMENT, AND COLLEGE ACCESS SERVICES FOR

DISADVANTAGED YOUTH ON THE PENINSULA.

NAME OF RECIPIENT - BRIDGE THE GAP COLLEGE PREP (BTGC)

HIGH SCHOOL EXTENDED LEARNING DAY PROGRAM, AN INTENSIVE COLLEGE ACCESS

PROGRAM FOR HIGH SCHOOL STUDENTS FROM MARIN CITY.

NAME OF RECIPIENT - SUNNY HILLS SERVICES

NEXT STEPS COLLABORATIVE, PROVIDING COMMUNITY-BASED MENTAL HEALTH

SERVICES FOR FORMER FOSTER YOUTH AGED 21-24

NAME OF RECIPIENT - FOSTERING FUTURE SCHOLARSHIP PROGRAMS

COLLEGE SCHOLARSHIPS PROGRAM, PROVIDING SCHOLARSHIPS TO EMANCIPATED

FOSTER YOUTH FROM THE SAN FRANCISCO BAY AREA

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - EQUAL OPPORTUNITY SCHOOLS

DESIGNED TO INCREASE THE NUMBER OF LOW INCOME AND MINORITY HIGH SCHOOL

STUDENTS TAKING ADVANCED PLACEMENT COURSES AND ACCESS TO COLLEGE.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1
-------------	--	-------------

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UNION BANK OF CALIFORNIA - DIVIDENDS	41,514.	0.	41,514.
UNION BANK OF CALIFORNIA - INTEREST	36,463.	0.	36,463.
UNION BANK OF CALIFORNIA - INTEREST	23,005.	0.	23,005.
TOTAL TO FM 990-PF, PART I, LN 4	100,982.	0.	100,982.

FORM 990-PF	OTHER INCOME	STATEMENT 2
-------------	--------------	-------------

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RETURN OF CHARITABLE DISBURSEMENT FROM A PRIOR YEAR	29,560.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,560.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3
-------------	-----------------	-------------

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,720.	2,360.		2,360.
TO FORM 990-PF, PG 1, LN 16B	4,720.	2,360.		2,360.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNION BANK INVESTMENT FEES	2,329.	2,329.		0.
INVESTMENT ADVISORY FEES	32,204.	32,204.		0.
PACIFIC FOUNDATION SERVICES	44,121.	0.		44,121.
TO FORM 990-PF, PG 1, LN 16C	78,654.	34,533.		44,121.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FILING FEES	10.	0.		10.
TO FORM 990-PF, PG 1, LN 18	10.	0.		10.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,693.	0.		1,693.
TO FORM 990-PF, PG 1, LN 23	1,693.	0.		1,693.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION - SECURITIES (TOTAL)	150,438.
TOTAL TO FORM 990-PF, PART III, LINE 3	150,438.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
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DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION - SECURITIES (PRIOR YEAR)	73,788.
TOTAL TO FORM 990-PF, PART III, LINE 5	73,788.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 9
-------------	--	-------------

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOV'T OBLIGATIONS-EXHIBIT 2	X		108,569.	108,569.
TOTAL U.S. GOVERNMENT OBLIGATIONS			108,569.	108,569.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			108,569.	108,569.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-EXHIBIT 2	1,403,620.	1,403,620.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,403,620.	1,403,620.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-EXHIBIT 2	FMV	2,387,318.	2,387,318.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,387,318.	2,387,318.

FORM 990-PF

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

STATEMENT 12

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

MARGOES FOUNDATION

ANNUAL REPORT FOR THE YEAR ENDED FEBRUARY 28, 2013

GENERAL INFORMATION

CURRENT PROGRAM PRIORITIES

GRANT AWARDS AND PAYMENTS

GRANT PROPOSAL & REPORTING GUIDELINES

OFFICERS AND DIRECTORS

Cal C. Harling
Chairman & Director

Neal L. Petersen
Secretary & Director

Douglas W. Johnson
Chief Financial Officer & Director

Barbara A. McClung
Director

Mary Anne Schuett
Director

Patrick L. McClung
Director-Emeritus

ADVISORS

Pacific Foundation Services, LLC
Hector Melendez, Managing Director

1660 BUSH STREET, SUITE 300, SAN FRANCISCO, CA 94109

**(415) 561-6540 FAX: (415) 561-6477
E-MAIL: hmelendez@pfs-llc.net**

GENERAL INFORMATION

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

GRANT PROGRAM OBJECTIVES

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

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

ELIGIBLE APPLICANTS

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

GEOGRAPHICAL FOCUS

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

SEED MONEY AND MATCHING GRANTS

The foundation prefers to:

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

TERM OF GRANT

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

PROGRAM LIMITATIONS

The foundation does not:

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

CURRENT PROGRAM PRIORITIES

PRIMARY PRIORITIES

1) FOR MINORITY AND DISADVANTAGED STUDENTS:

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

COLLEGE PROGRAMS

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

COLLEGE PREPARATORY PROGRAMS

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

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

NEW AND INNOVATIVE EDUCATION PROGRAMS

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

PROFESSIONAL TEACHING TRAINING PROGRAMS

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

2) FOR PEOPLE WITH MENTAL DISABILITIES:

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

SECONDARY PRIORITIES

1) FOR FOREIGN STUDENTS FROM AFRICA AND ASIA:

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

Qualifying students must have received:

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

2) FOR POST-DOCTORAL BIOMEDICAL SCIENTISTS:

- To support institutions and associations engaged in cardiovascular research.

GRANT PROPOSAL GUIDELINES

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

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

The Cover Letter

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

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

The Proposal Narrative

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

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

Attachments

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

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

GRANT REPORTING GUIDELINES

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



MARGOES FOUNDATION
94-2955164

+4805336731023570 011001111265+

Taxable Bonds

US Government Issues

FNMA Partn Cert - 31371KXT3
Pool #254590
5.000 01/01/2018

F N M A Partn Cert - 31403FXJ8 Pool #747781 4.500 10/01/2018	16,937.550	108.3910	18,358.78	17,223.36	1,135.42	0.4	846.88	4.61
G N M A Pass Thru Cert - 36209QA96 Pool #478032 7.000 05/15/2028	25,762.890	107.8240	27,778.58	26,004.40	1,774.18	0.6	1,159.33	4.17
	1,807.220	119.4370	2,158.49	1,850.99	307.50	0.0	126.51	5.96

EXHIBIT 2

MARGOES FNDN
ACCOUNT NUMBER: 6731023570**ASSET DE All continued****Security Description**

Security Description	Shares/Face Amt	Price	Market Value
G N M A Pass Thru Cert - 36212CUE9 Pool #529881 6 000 03/15/2031	28,131.790	114 9910	32,349.03
G N M A Pass Thru Cert - 36212R6Z6 Pool #541888 6 000 05/15/2031	12,317.540	114 6000	14,115.90
G N M A Pass Thru Cert - 36213UHY9 Pool #564647 6 000 06/15/2031	2,247.960	114 0380	2,563.53
G N M A Pass Thru Cert - 36213LNG1 Pool #557591 6 000 07/15/2031	2,908.600	114 6000	3,333.26
G N M A Pass Thru Cert - 362200RVF6 Pool #570414 6 000 10/15/2031	6,963 750	113 6150	7,911.86
Total US Government Issues			\$108,569.43
Corporate Issues			
Kellogg Co - 487836BA5 4 250 03/06/2013	50,000 000	100 0110	50,005.50
Johnson Controls Inc - 478366AM9 4 875 09/15/2013	50,000 000	102 3200	51,160.00
Disney Walt Co - 254667AW6 4 500 12/15/2013	50,000 000	103 2300	51,615.00

Corporate Issues

Kellogg Co - 487836BA5 4 250 03/06/2013	50,000 000	100 0110	50,005.50
Johnson Controls Inc - 478366AM9 4 875 09/15/2013	50,000 000	102 3200	51,160.00
Disney Walt Co - 254667AW6 4 500 12/15/2013	50,000 000	103 2300	51,615.00



MARGOES FOUNDATION
94-2955164

MARGOES FNDN
ACCOUNT NUMBER: 6731023570

ASSET DETAIL (continued)

Security Description

Security Description	Shares/Face Amt	Price	Market Value
Whirlpool Corp - 96332HCB3 Medium Term Note 8,600 05/01/2014	50,000.000	108.7830	54,391.50
Bellsouth Corp - 079860AG7 5,200 09/15/2014	50,000.000	106.7820	53,391.00
Total Corporate Issues			\$260,563.00

Fixed Income Funds

Vanguard Instrm Trm Bd - VIBSX #1350	21,074.212	11.9100	250,993.86
Vanguard Short Term Inv Grade Adm - VFSUX #539	82,369.594	10.8300	892,062.70
Total Fixed Income Funds			\$1,143,056.56
Total Taxable Bonds			\$1,403,619.56

Stocks

Equity Funds

Isshares Dj Select Dividend E T F - DVY	2,731 000	61.0900	166,836.79
Isshares Msci Eafe Growth Index Fd - EFG	1,250,000	62.2100	77,762.50
Spdr S P Dividend Etf - SDY	1,372,000	63.2500	86,779.00



MARGOES FOUNDATION
94-2955164

MARGOES FNDN
ACCOUNT NUMBER: 6731023570

ASSET DETAIL (continued)

Security Description

Security Description	Shares/Face Amt	Price	Market Value
Spdr S&p Biotech Eff - XBI	513.000	93.9500	48,196.35
Vanguard Dividend Growth Fund IV - VDIGX #57	15,319.397	17.8000	272,685.27
Vanguard Fisse Emerging Markets Eff - VWO	5,577.000	43.5050	242,627.39
Vanguard Growth Vipers Fund - VUG	3,359.000	74.9300	251,689.87
Vanguard Mid Cap Growth Index Vpier - VOT	3,020.000	74.0100	223,510.20
Vanguard Mid Cap Value Index - VOE	460.000	64.0100	29,444.60
Vanguard Msci Eafe Eff - VEA	66.000	36.1600	2,386.56
Vanguard Msci Europe Eff - VGK	164.000	49.2000	8,068.80
Vanguard S&p 500 Growth Elf - VOOG	1,450.000	71.3700	103,486.50
Vanguard Small Cap Growth Eff - VBK	2,170.000	95.3000	206,801.00
Vanguard Small Cap Value Eff - VBR	222.000	78.5900	17,446.98
Vanguard Specialized Portfolios - VGPMX Gold & Precious Metals Portfolio #53	13,987.177	14.3000	200,016.63
Vanguard Value Eff - VTV	400.000	63.3600	25,344.00



MARGOES FOUNDATION
94-2955164

MARGOES FNDN
ACCOUNT NUMBER: 6731023570

ASSET DETAIL (continued)

Security Description

	Shares/Face Amt	Price	Market Value
Wisdom Tree International Dividend - DDO Ex-Financials Fund	5,894.000	41.8800	246,840.72
Wisdomtree Dividend Ex Fin Fund - DTN	2,993.000	59.2700	177,395.11
Total Equity Funds	\$2,387,348.27		

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ► **X**
- 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/e-file and click on e-file for Charities & Nonprofits.

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

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

Part I only ►

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PACIFIC FOUNDATION SERVICES LLC

- The books are in the care of ► **1660 BUSH STREET #300 - SAN FRANCISCO, CA 94109**
Telephone No. ► **415-561-6540** FAX No ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

OCTOBER 15, 2013, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year or
 ► tax year beginning **MAR 1, 2012**, and ending **FEB 28, 2013**.

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	\$ 720.
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	\$ 3,289.
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	\$ 0.

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

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

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

PACIFIC FOUNDATION SERVICES LLC

4 I request an additional 3-month extension of time until JANUARY 15, 2014.

For calendar year 2012 or other tax year beginning MAR 1, 2012 and ending FEB 28, 2013

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return

8 If the tax year entered in line 5 is for less than 12 months, check reason. initial return final return
 Change in accounting period

Change in accounting period

State in detail why you need the extra time.

ADDITIONAL TIME IS REQUESTED

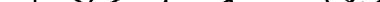
FILE A COMPLETE AND ACCURATE RETURN.

Digitized by srujanika@gmail.com

8a 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.	8a \$ 641.
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 and any amount paid previously with Form 8868.	8b \$ 3,289.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  title CPA

Date ► 10-8-13

Form 8868 (Rev. 1-2013)