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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation MACTON FOUNDATION		A Employer identification number 95-4834371
Number and street (or P O box number if mail is not delivered to street address) Room/suite 11726 SAN VICENTE BLVD NO 625		B Telephone number (see instructions) (310) 571-3202
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 900495078		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 865,318	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	87,361			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,750	18,750		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	39,432			
	b Gross sales price for all assets on line 6a 158,494				
	7 Capital gain net income (from Part IV, line 2)		94,214		
	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) (attach schedule)					
11 Other income (attach schedule)	-3,467	-3,218	0		
12 Total. Add lines 1 through 11	142,076	109,746	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,450	2,300	0	1,150
	c Other professional fees (attach schedule)				
	17 Interest	509	509	0	0
	18 Taxes (attach schedule) (see instructions)	1,021	76	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	372	265	0	107
	24 Total operating and administrative expenses. Add lines 13 through 23	5,352	3,150	0	1,257
	25 Contributions, gifts, grants paid	238,688			238,688
26 Total expenses and disbursements. Add lines 24 and 25	244,040	3,150	0	239,945	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-101,964				
b Net investment income (if negative, enter -0-)		106,596			
c Adjusted net income (if negative, enter -0-)			0		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing		2,783	2,783	
	2 Savings and temporary cash investments				
	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 schedule) ▶ _____ 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)	688,512	605,842	862,535	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	688,512	608,625	865,318		
Liabilities	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 (attach schedule)				
	22 Other liabilities (describe ▶ _____)	44,295	0		
23 Total liabilities (add lines 17 through 22)	44,295	0			
Net Assets or Fund Balances	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	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
	29 Retained earnings, accumulated income, endowment, or other funds	644,217	608,625		
30 Total net assets or fund balances (see page 17 of the instructions)	644,217	608,625			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	688,512	608,625			

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	644,217
2	Enter amount from Part I, line 27a	2	-101,964
3	Other increases not included in line 2 (itemize) ▶ _____	3	66,402
4	Add lines 1, 2, and 3	4	608,655
5	Decreases not included in line 2 (itemize) ▶ _____	5	30
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	608,625

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	94,214
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	

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 page 18 of 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))
2012	135,408	799,131	0.169444
2011	116,336	767,933	0.151492
2010	109,350	801,083	0.136503
2009	194,372	768,809	0.252822
2008	96,250	618,781	0.155548
2	Total of line 1, column (d).		2 0.865809
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 0.173162
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 867,255
5	Multiply line 4 by line 3.		5 150,176
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 1,066
7	Add lines 5 and 6.		7 151,242
8	Enter qualifying distributions from Part XII, line 4.		8 239,945

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 1,066, 0, 1,000, and 66.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding activities. Includes questions about political campaigns, expenditures, and state reporting. Includes 'Yes' and 'No' columns.

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? Website address N/A
14 The books are in care of WILLIAM L HORTON Telephone no (310) 571-3202 Located at 11726 SAN VICENTE BLVDSUITE 625 LOS ANGELES CA ZIP+4 900495078
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
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions).
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
4b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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 (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
WILLIAM L HORTON 11726 SAN VICENTE BLVD LOS ANGELES, CA 90049	PRESIDENT 1 00	0	0	0
DARYN M HORTON 11726 SAN VICENTE BLVD LOS ANGELES, CA 90049	SEC/TREASURER 0 00	0	0	0
KATHERINE BURFORD 11726 SAN VICENTE BLVD LOS ANGELES, CA 90049	VICE PRESIDENT 0 00	0	0	0
LAURA FUREY 11726 SAN VICENTE BLVD LOS ANGELES, CA 90049	VICE PRESIDENT 3 00	0	0	0

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

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

Total number of other employees paid over \$50,000. 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	869,299
b	Average of monthly cash balances.	1b	11,163
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	880,462
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	880,462
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	13,207
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	867,255
6	Minimum investment return. Enter 5% of line 5.	6	43,363

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	43,363
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,066
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,066
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	42,297
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	42,297
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	42,297

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	239,945
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	239,945
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	1,066
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	238,879

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				42,297
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				65,480
b From 2009.				157,980
c From 2010.				70,442
d From 2011.				78,953
e From 2012.				96,647
f Total of lines 3a through e.	469,502			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>239,945</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				42,297
e Remaining amount distributed out of corpus	197,648			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	667,150			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	65,480			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	601,670			
10 Analysis of line 9				
a Excess from 2009.				157,980
b Excess from 2010.				70,442
c Excess from 2011.				78,953
d Excess from 2012.				96,647
e Excess from 2013.				197,648

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

See Additional Data Table

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 238,688
b <i>Approved for future payment</i>				
Total				3b 0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
135 SHS COLGATE PALMOLIVE	D	1995-10-10	2013-01-30
310 SHS CONSOLIDATED EDISON	D	2002-08-02	2013-01-30
135 SHS JOHNSON & JOHNSON	P	2003-01-27	2013-03-06
275 SHS MINE SAFETY APPLIANCE	P	2006-08-07	2013-07-12
310 SHS NEXTERA ENERGY	D	2002-08-02	2013-07-12
515 SHS SEMPRA ENERGY	D	2002-08-02	2013-03-06
130 SHS ZIMMER HOLDINGS INC	P	2001-08-07	2013-01-30
95 SHS JOHNSON & JOHNSON	D	1996-07-17	2013-03-06
55 SHS COLGATE PALMOLIVE	D	1995-10-10	2013-03-06
100 SHS COLGATE PALMOLIVE	D	1995-10-10	2013-03-06
30 SHS ZIMMER HOLDINGS INC	D	2001-08-07	2013-01-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,757		2,331	12,426
17,353		12,800	4,553
10,273		7,139	3,134
13,541		10,000	3,541
25,624		8,560	17,064
40,362		10,856	29,506
9,524		5,085	4,439
7,229		4,579	2,650
6,257		950	5,307
11,376		1,715	9,661
2,198		265	1,933

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			12,426
			4,553
			3,134
			3,541
			17,064
			29,506
			4,439
			2,650
			5,307
			9,661
			1,933

Form 990PF Part XV Line 1a - 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).

WILLIAM L HORTON

DARYN M HORTON

LAURA FUREY

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DARTMOUTH COLLEGE FUND 7 LEBANON ST SUITE 305 HANOVER,NH 037550107	NONE		PROVIDE SUPERIOR SECONDARY EDUCATION	500
HARVARD BUSINESS SCHOOL SOLDIERS FIELD BOSTON,MA 02163	NONE		PROVIDE GRADUATE BUSINESS EDUCATION	500
HARVARD-WESTLAKE SCHOOL PO BOX 492415 LOS ANGELES,CA 900491700	NONE		GENERAL SCHOLARSHIP FUND	10,000
JOHN THOMAS DYE SCHOOL 11414 CHALON ROAD LOS ANGELES,CA 900491700	NONE		PROVIDE SUPERIOR SECONDARY EDUCATION	4,500
KCRW 1900 PICO BLVD SANTA MONICA,CA 90405	NONE		SUPPORT PUBLIC RADIO	250
KUSC PO BOX 60638 LOS ANGELES,CA 900800354	NONE		SUPPORT PUBLIC RADIO	250
LACMA ANNUAL FUND 5905 WILSHIRE BLVD LOS ANGELES,CA 90036	NONE		ENHANCE AMERICAN ART EDUCATION	500
MARLBOROUGH SCHOOL (ANNUAL FUND) 250 SOUTH ROSSMORE AVE LOS ANGELES,CA 90004	NONE		PROVIDE SUPERIOR SECONDARY EDUCATION	5,000
THE NATURE CONSERVANCY 201 MISSION ST 4TH FLOOR SAN FRANCISCO,CA 94105	NONE		SUPPORT NATURAL RESOURCE PRESERVATION	1,000
PARISH OF ST MATTHEW 1031 BIENVENEDA AVE PACIFIC PALISADES,CA 90272	NONE		PROVIDE RELIGIOUS SERVICES & OUTREACH	2,500
STANFORD UNIVERSITY PO BOX 20466 STANFORD,CA 943090466	NONE		PROVIDE SUPERIOR SECONDARY EDUCATION	500
SUSTAINABLE CONSERVATION 121 SECOND STREET 4TH FLOOR SAN FRANCISCO,CA 94105	NONE		CREATE PUBLIC/PRIVATE TEAMS FOR CONSERVATION	20,000
ST MATTHEWS MUSIC GUILD PO BOX 37 PACIFIC PALISADES,CA 90272	NONE		PROVIDE SUPPORT FOR THE MUSICAL ARTS	23,500
DA CAMERA SOCIETY 10 CHESTER PLACE LOS ANGELES,CA 90007	NONE		SUPPORT OF CLASSICAL MUSICAL PROGRAMS	1,000
TEACH FOR AMERICA 600 SOUTH OLIVE STREET SUITE 300 LOS ANGELES,CA 90014	NONE		SUPPORT FOR TEACHER TRAINING	15,000
Total				238,688

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE HUNTINGTON 1151 OXFORD ROAD SAN MARINO, CA 91108	NONE		SUPPORT CULTURAL PROGRAMS	25,000
CALIFORNIA ART CLUB PO BOX 92555 PASADENA, CA 911092555	NONE		SUPPORT AMERICAN ART	500
LAS MADRINAS DEPARTMENT 6778 LOS ANGELES, CA 900846778	NONE		SUPPORT OF YOUNG DISADVANTAGED LATINO WOMEN	1,000
LOS ANGELES OPERA 135 N GRAND AVE LOS ANGELES, CA 90012	NONE		SUPPORT OPERA PERFORMANCES	250
LOS ANGELES PHILHARMONIC PO BOX 60427 LOS ANGELES, CA 90060	NONE		SUPPORT MUSICAL PERFORMANCES	1,000
NATURAL HISTORY MUSEUM OF LA COUNTY 900 EXPOSITION BLVD LOS ANGELES, CA 90007	NONE		SUPPORT NATURAL HISTORY	600
SAINT JOHN'S HEALTH CENTER FOUNDATION 1328 22ND ST SANTA MONICA, CA 904042091	NONE		SUPPORT NON-PROFIT HOSPITAL	1,000
MARLBOROUGH SCHOOL (TECHNOLOGY FUND) 250 SOUTH ROSSMORE AVE LOS ANGELES, CA 90004	NONE		SUPPORT TECHNOLOGY FUND	111,088
CALIFORNIA HISTORICAL SOCIETY 678 MISSION STREET SAN FRANCISCO, CA 941054014	NONE		EDUCATE, SUPPORT AND INSPIRE CALIFORNIA'S DIVERSE PAST	750
KOCE-TV FOUNDATION PO BOX 25113 SANTA ANA, CA 927995113	NONE		SUPPORT PUBLIC TELEVISION PROGRAMS	250
THE IRVINE MUSEUM 18881 VON KARMAN AVE IRVINE, CA 92612	NONE		PRESERVATION OF CALIFORNIA ART OF THE IMPRESSIONIST PERIOD	2,500
HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401	NONE		RESTORATION AND PRESERVATION OF SANTA MONICA BAY	500
LES AMIES 10880 WILSHIRE BLVD 800 LOS ANGELES, CA 90024	NONE		SUPPORT OF MUSICAL ARTISTS	250
CALIFORNIA STATE PARKS FOUNDATION 448 SOUTH HILL STREET SUITE 601 LOS ANGELES, CA 90013	NONE		IN HONORARIUM FOR PETER MULLIN	5,000
CHILDREN'S INSTITUTE 711 SOUTH NEW HAMPSHIRE AVE LOS ANGELES, CA 90005	NONE		SUPPORT HEALING ASSISTANCE TO TRAUMATIZED CHILDREN IN THE COMMUNITY	1,000
Total			3a	238,688

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LOS ANGELES BALLET 11755 EXPOSITION BLVD LOS ANGELES, CA 90064	NONE		SUPPORT CLASSICAL AND MODERN BALLET PERFORMANCES	1,000
HISTORICAL COLLECTIONS COUNCIL PO BOX 6331 LAGUNA NIGUEL, CA 92607	NONE		PROMOTE EARLY CALIFORNIA PAINTERS AND THEIR ART AND FUND EXHIBITS	500
VETERANS PARK CONSERVANCY 11661 SAN VICENTE BLVD SUITE 204 LOS ANGELES, CA 90049	NONE		PRESERVE, PROTECT AND ENHANCE THE WEST LOS ANGELES VA PROPERTY	1,000
LANDON SCHOOL 6101 WILSON LANE BETHESDA, MD 20817	NONE		PREPARE TALENTED BOYS FOR PRODUCTIVE LIVES AS ACCOMPLISHED, RESPONSIBLE AND CARING MEN	500
Total				238,688

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

2013

Name of the organization
MACTON FOUNDATION

Employer identification number
95-4834371

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% 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 for 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 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
 MACTON FOUNDATION

Employer identification number
 95-4834371

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MRS WILLIAM L HORTON 13550 DESTE DRIVE PACIFIC PALISADES, CA 90272	\$ 39,556	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	MS LAURA H FUREY 2430 LANTERMAN TERRACE LOS ANGELES, CA 90039	\$ 8,520	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	MR AND MRS WILLIAM L HORTON 13550 DESTE DRIVE PACIFIC PALISADES, CA 90272	\$ 39,285	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
 MACTON FOUNDATION

Employer identification number
 95-4834371

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	450 SHS SEMPRA ENERGY	\$ 39,556	2013-08-08
2	50 SHS JOHNSON AND JOHNSON AND 50 SHS PROCTOR AND GAMBLE	\$ 8,520	2013-08-20
3	600 SHS COLGATE-PALMOLIVE	\$ 39,285	2013-11-14
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization
MACTON FOUNDATION

Employer identification number
95-4834371

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 the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
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
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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

TY 2013 Accounting Fees Schedule

Name: MACTON FOUNDATION

EIN: 95-4834371

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BERTI SPECHLER SARMIENTO & MCKAY	3,450	2,300	0	1,150

**TY 2013 Investments Corporate
Stock Schedule**

Name: MACTON FOUNDATION

EIN: 95-4834371

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS IN SECURITIES	605,842	862,535

TY 2013 Other Decreases Schedule

Name: MACTON FOUNDATION

EIN: 95-4834371

Description	Amount
NONDEDUCTIBLE EXPENSES	30

TY 2013 Other Expenses Schedule

Name: MACTON FOUNDATION

EIN: 95-4834371

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE	34	23	0	11
FILING FEES - 2012	50	50	0	0
OFFICE SUPPLIES	288	192	0	96

TY 2013 Other Income Schedule

Name: MACTON FOUNDATION

EIN: 95-4834371

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
KINDER MORGAN - ORD LOSS		-3,327	
PLAINS ALL AMERICAN - ORD LOSS		-62	
KINDER MORGAN	171	171	
KINDER MORGAN	-3,327		0
PLAINS ALL AMERICAN	-62		0
KINDER MORGAN - SEC 1231 LOSS	-238		0
PLAINS ALL AMERICAN - SEC 1231 LOSS	-11		0

TY 2013 Other Increases Schedule

Name: MACTON FOUNDATION

EIN: 95-4834371

Description	Amount
FMV GREATER THAN COST BASIS OF STOCKS TRANSFERRED AS GRANTS	66,402

TY 2013 Other Liabilities Schedule

Name: MACTON FOUNDATION

EIN: 95-4834371

Description	Beginning of Year - Book Value	End of Year - Book Value
MARGIN ACCOUNT PAYABLE	44,295	0

TY 2013 Substantial Contributors Schedule

Name: MACTON FOUNDATION

EIN: 95-4834371

Name	Address
MRS WILLIAM L HORTON	13550 DESTE DRIVE PACIFIC PALISADES, CA 90272
MS LAURA H FUREY	2430 LANTERMAN PLACE LOS ANGELES, CA 90039
MR AND MRS WILLIAM L HORTON	13550 DESTE DRIVE PACIFIC PALISADES, CA 90272

TY 2013 Taxes Schedule

Name: MACTON FOUNDATION

EIN: 95-4834371

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	66	66	0	0
CA FTB TAX - 2012	10	10	0	0
FEDERAL ESTIMATE TAX	945	0	0	0