Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THE MCCADDIN-MCQUIRK FOUNDATION, INC.
C/O O'CONNOR DAVIES, LLP

A Employer Identification number
13-6134444

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
665 FIFTH AVENUE

B Telephone number
212-286-2600

City or town, state, and ZIP code
NEW YORK, NY 10022

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 4,606,865.

J Accounting method ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH
(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 ☐

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)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	54.	54.		STATEMENT 2
	4 Dividends and interest from securities	100,769.	104,323.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	82,362.			STATEMENT 1
	b Gross sales price for all assets on line 6a 390,748.				
	7 Capital gain net income (from Part IV, line 2)		21,152.		
	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	60,391.	11,355.		STATEMENT 4
	12 Total. Add lines 1 through 11	243,576.	136,884.		
Operating and Administrative Expenses	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				
	c Other professional fees STMT 5	4,500.	0.		4,500.
	17 Interest		452.		
	18 Taxes STMT 6	1,154.	1,641.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,272.	1,636.		1,636.
	22 Printing and publications				
	23 Other expenses STMT 7	1,438.	179.		1,388.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	10,364.	3,908.		7,524.
	25 Contributions, gifts, grants paid	148,800.			148,800.
	26 **Total expenses and disbursements.** Add lines 24 and 25	159,164.	3,908.		156,324.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	84,412.			
	b **Net investment income** (if negative, enter -0-)		132,976.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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
Assets	1 Cash - non-interest-bearing	165,118.	138,107.	138,107.
	2 Savings and temporary cash investments	782,064.	306,834.	306,834.
	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	1,695.		
	10a Investments - U S and state government obligations STMT 8	37,447.	25,139.	27,913.
	b Investments - corporate stock STMT 9	1,713,948.	2,073,678.	3,261,538.
	c Investments - corporate bonds STMT 10	407,690.	698,886.	732,000.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	191,506.	139,736.	140,473.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,299,468.	3,382,380.	4,606,865.
Liabilities	17 Accounts payable and accrued expenses	1,500.		
	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)	1,500.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,297,968.	3,382,380.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	3,297,968.	3,382,380.	
	31 **Total liabilities and net assets/fund balances**	3,299,468.	3,382,380.	

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	3,297,968.
2	Enter amount from Part I, line 27a	2	84,412.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,382,380.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,382,380.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	390,748.		373,074.	21,152.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				21,152.

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 — 21,152.

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	103,049.	4,259,422.	.024193
2010	474,254.	3,988,369.	.118909
2009	523,860.	3,685,582.	.142138
2008	529,443.	5,055,984.	.104716
2007	460,226.	6,023,747.	.076402

2	Total of line 1, column (d)	2	.466358
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	.093272
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,361,913.
5	Multiply line 4 by line 3	5	406,844.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,330.
7	Add lines 5 and 6	7	408,174.
8	Enter qualifying distributions from Part XII, line 4	8	156,324.

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)** b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ 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)		1	2,660.
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	2,660.
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	2,660.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 7,368.		
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	7,368.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	4,708.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,708. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ O'CONNOR DAVIES, LLP Telephone no ▶212-286-2600
Located at ▶665 FIFTH AVENUE , NEW YORK, NY ZIP+4 ▶10022

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

			Yes	No
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?	16		X
	See the 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.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		1b		X
	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 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	2b		
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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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?		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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] 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)? [X] 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 [X] 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)? — 5b: No X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No X

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 [X] 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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,705,024.
b	Average of monthly cash balances	1b	723,314.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,428,338.
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	4,428,338.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,425.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,361,913.
6	**Minimum investment return.** Enter 5% of line 5	6	218,096.

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	218,096.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 2,660.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	2,660.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	215,436.
4	Recoveries of amounts treated as qualifying distributions	4	31,000.
5	Add lines 3 and 4	5	246,436.
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	246,436.

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	156,324.
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	156,324.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	156,324.

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				246,436.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 170,239.				
b From 2008 284,200.				
c From 2009 339,747.				
d From 2010 278,272.				
e From 2011				
f Total of lines 3a through e	1,072,458.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 156,324.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				156,324.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	90,112.			90,112.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	982,346.			
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				0.
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	80,127.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	902,219.			
10 Analysis of line 9				
a Excess from 2008 284,200.				
b Excess from 2009 339,747.				
c Excess from 2010 278,272.				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

JULIEN N. VACHON, 212-935-8619
P.O. BOX 5001, NEW YORK, NY 10185

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

NO SPECIFIC FORMAT REQUIRED. SEE STATEMENT ATTACHED FOR REQUIREMENTS.

c Any submission deadlines

DECEMBER 1 OF ANY CALENDAR YEAR.

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

SEE ATTACHMENT C

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT B	N/A	PUBLIC CHARITIES	GENERAL	148,800.
Total			▶ 3a	148,800.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	54.	
4 Dividends and interest from securities			14	100,769.	
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			15	8,101.	
8 Gain or (loss) from sales of assets other than inventory			18	82,362.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER PARTNERSHIP INCOME			01	21,290.	
b GRANT REFUNDS			01	31,000.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		243,576.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 243,576.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such 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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Signature of officer or trustee — Date: 4/15/13 — Title: Treasurer

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ — Firm's EIN ▶

Firm's address ▶ — Phone no

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	SALES OF MARKETABLE SECURITIES		VARIOUS	VARIOUS
b	NATURAL RESOURCE PARTNERS, LP - K-1	P	VARIOUS	VARIOUS
c	TESORO LOGISTICS, LP - K-1	P	VARIOUS	VARIOUS
d	W.P. CAREY & CO. LLC - K-1	P	VARIOUS	VARIOUS
e	SALE OF NATURAL RESOURCE PARTNERS, LP	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	324,029.		217,936.	106,093.
b				3,457.
c				<7.>
d				28.
e	66,419.		155,138.	<88,719.>
f	300.			300.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				106,093.
b				3,457.
c				<7.>
d				28.
e				<88,719.>
f				300.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	21,152.
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

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FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALES OF MARKETABLE SECURITIES		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
324,029.	217,936.	0.	0.	106,093.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF NATURAL RESOURCE PARTNERS, LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,419.	90,450.	0.	0.	<24,031.>

CAPITAL GAINS DIVIDENDS FROM PART IV	300.
TOTAL TO FORM 990-PF, PART I, LINE 6A	82,362.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
MORGAN STANLEY SMITH BARNEY	54.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	54.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST MANHATTAN BANK	10,686.	0.	10,686.
MORGAN STANLEY SMITH BARNEY	90,383.	300.	90,083.
TOTAL TO FM 990-PF, PART I, LN 4	101,069.	300.	100,769.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	8,101	6,987	
OTHER PARTNERSHIP INCOME	21,290	4,348	
GRANT REFUND	31,000	0	
TOTAL TO FORM 990-PF, PART I LINE 11	29,391	11,335	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	4,500.	0.		4,500.
TO FORM 990-PF, PG 1, LN 16C	4,500.	0.		4,500.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,154.	1,641.		0.
TO FORM 990-PF, PG 1, LN 18	1,154.	1,641.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PO BOX RENTAL	131.	0.		131.
INSURANCE	312.	0.		312.
NYS FILING FEES	250.	0.		250.
ASF MEMBERSHIP FEES	695.	0.		695.
BANK FEES	50.	50.		0.
OTHER EXPENSES THUR K-1'S	0.	129.		0.
TO FORM 990-PF, PG 1, LN 23	1,438.	179.		1,388.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A PAGE 4 OF 6	X		25,139.	27,913.
TOTAL U.S. GOVERNMENT OBLIGATIONS			25,139.	27,913.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			25,139.	27,913.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A PAGE 3 OF 6	2,073,678.	3,261,538.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,073,678.	3,261,538.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A PAGE 4 OF 6	304,580.	344,500.
SEE ATTACHMENT A PAGE 6 OF 6	394,306.	387,500.
TOTAL TO FORM 990-PF, PART II, LINE 10C	698,886.	732,000.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A PAGE 6 OF 6	COST	139,736.	140,473.
TOTAL TO FORM 990-PF, PART II, LINE 13		139,736.	140,473.

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 CONTRIB	EXPENSE ACCOUNT
JULIEN N. VACHON C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	PRESIDENT 2.00	0.	0.	0.
JOHN CULLINANE C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	VICE PRESIDENT AND SECRETARY 2.00	0.	0.	0.
THOMAS F. BLANEY C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TREASURER 2.00	0.	0.	0.
JOHN J. EAGER C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
FRANK J. HARDART, III C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
JOHN CAFFREY C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
REV. MSGR. THOMAS A. MODUGNO C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
CARROL A. MUCCIA, JR. C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
MARTIN W. RONAN, JR., ESQ. C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.

TOM GALVIN C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
CHARLES E. F. MILLARD C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
DAVID C. MUCCIA C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN WATER WORKS CO (AWK)	6/5/08	2,500.000	$21.803	$54,507.75	$92,825.00	$38,317.25 LT	$2,500.00	2.69
Share Price: $37.130; Rating: Citigroup: 1; Next Dividend Payable 03/2013								
BLACKROCK CREDIT ALL INC TR IV (BTZ)	12/23/11	8,000.000	12.440	99,519.20	109,840.00	10,320.80 LT		
	Purchases	8,000.000		99,519.20	109,840.00	10,320.80 LT		
Short Term Reinvestments		596.671		8,097.91	8,192.29	94.38 ST		
	Total	8,596.671		107,617.11	118,032.29	10,320.80 LT 94.38 ST	8,098 06	6.86
Share Price: $13.730; Next Dividend Payable 01/09/13								
BROOKFIELD ASSET MGNT CL A LTD (BAM)	11/21/02	13,000 000	5.822	75,688.89	476,450.00	400,761.11 LT	7,280.00	1.52
Share Price: $36 650; Next Dividend Payable 02/2013								
CHUBB CORP (CB)	9/26/06	1,500,000	52.400	78,600.00	112,980.00	34,380 00 LT		
	6/4/09	1,000.000	41.190	41,190.00	75,320.00	34,130.00 LT		
	Total	2,500.000		119,790.00	188,300.00	68,510.00 LT	4,100.00	2.17
Share Price: $75.320; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 01/08/13								
CROWN CASTLE INTL (CCI)	12/10/09	2,000.000	35.959	71,917.00	144,320.00	72,403.00 LT	—	—
Share Price: $72.160; Rating: Morgan Stanley: 1, Citigroup: 2, S&P: 1								
GENERAL ELECTRIC CO (GE)	3/30/12	4,000.000	20.185	80,739.53	83,960.00	3,220.47 ST	3,040.00	3.62
Share Price: $20.990; Rating: Morgan Stanley: 2, Citigroup: 1, S&P: 2; Next Dividend Payable 01/25/13								
HECKMANN CORP (HEK)	3/3/11	5,000.000	6.069	30,345.50	20,150.00	(10,195.50) LT	—	—
Share Price: $4.030								
ILLUMINA INC (ILMN)	9/20/12	1,000.000	47.820	47,820.00	55,590.00	7,770.00 ST	—	—
Share Price: $55 590; Rating: Morgan Stanley: 2, Citigroup: 2, S&P: 2								
JOHNSON & JOHNSON (JNJ)	9/25/08	1,300.000	69.630	90,519.00	91,130.00	611.00 LT		
	12/4/08	700.000	57.506	40,254.20	49,070.00	8,815.80 LT		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,000.000		130,773.20	**140,200.00**	9,426.80 LT	4,880.00	3.48
Share Price: $70.100; Rating: Morgan Stanley: 2, Citigroup: 1, S&P: 1; Next Dividend Payable 03/2013								
KIMBERLY CLARK CORP (KMB)	3/11/10	1,500.000	59.470	89,204.25	**126,645.00**	37,440.75 LT	4,440.00	3.50
Share Price: $84.430; Rating: Citigroup: 2, S&P: 2; Next Dividend Payable 01/03/13								
LABORATORY CP AMER HLDGS NEW (LH)	12/4/08	1,000.000	61.242	61,242.00	**86,620.00**	25,378.00 LT	—	—
Share Price: $86.620; Rating: Morgan Stanley: 3, Citigroup: 2, S&P: 2								
MFA FINANCIAL INC (MFA)	9/29/11	7,500.000	7.195	53,961.00	**60,825.00**	6,864.00 LT	6,000.00	9.86
Share Price: $8.110; Rating: Morgan Stanley: 2; Next Dividend Payable 01/31/13								
NATL FUEL GAS CO (NFG)	9/21/05	2,000.000	34.300	68,600.00	**101,380.00**	32,780.00 LT	2,920.00	2.88
Share Price: $50.690; Rating: Morgan Stanley: 2, Citigroup: 1, S&P: 1; Next Dividend Payable 03/2013								
NISOURCE INC (NI)	3/30/12	3,000.000	24.408	73,222.50	**74,670.00**	1,447.50 ST	2,880.00	3.85
Share Price: $24.890; Rating: Morgan Stanley: 2, Citigroup: 2, S&P: 2; Next Dividend Payable 02/2013								
NORTH EUROPEAN OIL RTY TR CBI (NRT)	9/21/05	2,000.000	32.630	65,259.63	**44,900.00**	(20,359.63) LT	4,080.00	9.08
Share Price: $22.450; Next Dividend Payable 02/2013								
NORTHROP GRUMMAN CP(HLDG CO) (NOC)	12/5/03	1,500.000	42.053	63,080.11	**101,370.00**	38,289.89 LT	3,300.00	3.25
Share Price: $67.580; Rating: Morgan Stanley: 2, Citigroup: 1, S&P: 2; Next Dividend Payable 03/2013								
NOVARTIS AG ADR (NVS)	9/20/12	1,500.000	60.410	90,615.00	**94,950.00**	4,335.00 ST	3,159.00	3.32
Share Price: $63.300; Rating: S&P: 2; Next Dividend Payable 04/2013								
PLAINS ALL AMERICAN PIPLIN L P (PAA)	12/14/06	4,000.000	26.055	104,220.00	**180,960.00**	76,740.00 LT	8,680.00	4.79
Share Price: $45.240; Rating: Morgan Stanley: 1, Citigroup: 1, S&P: 1; Next Dividend Payable 02/2013								
QUALCOMM INC (QCOM)	3/11/10	1,500.000	39.277	58,915.50	**92,789.40**	33,873.90 LT	1,500.00	1.61
Share Price: $61.860; Rating: Morgan Stanley: 1, Citigroup: 1, S&P: 1; Next Dividend Payable 03/2013								
RECKITT BENCKISER GROUP PLC (RBGPF)	2/17/00	3,500.000	9.539	33,386.85	**220,686.09**	187,299.24 LT	—	—
Share Price: $63.053; Rating: Morgan Stanley: 2, Citigroup: 1								
SAFEWAY INC COM NEW (SWY)	4/23/12	2,500.000	21.707	54,268.00	**45,225.00**	(9,043.00) ST	1,750.00	3.86
Share Price: $18.090; Rating. Morgan Stanley: 2, Citigroup: 1, S&P. 2; Next Dividend Payable 03/2013								
SAN JUAN BASIN RTY TR UBI (SJT)	2/14/01	5,000.000	13.591	67,955.67	**67,050.00**	(905.67) LT	1,630.00	2.43
Share Price: $13.410; Next Dividend Payable 01/15/13								
SOUTHWESTERN ENERGY COMPANY (SWN)	3/3/11	2,000.000	37.999	75,997.00	**66,820.00**	(9,177.00) LT	—	—
Share Price: $33.410; Rating: Morgan Stanley: 3, Citigroup: 1, S&P: 2								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SPDR GOLD TR GOLD SHS (GLD)	3/13/08	500.000	98.151	49,075.43	81,010.20	31,934.77 LT		
	6/5/08	200.000	85.871	17,174.10	32,404.08	15,229.98 LT		
	9/25/08	300.000	85.791	25,737.21	48,606.12	22,868.91 LT		
	Total	1,000.000		91,986.74	162,020.40	70,033.66 LT	—	—
Share Price: $162.020								
SPECTRA ENERGY CORP COM (SE)	5/18/07	2,500.000	26.690	66,725.00	68,450.00	1,725.00 LT		
	10/9/07	1,500.000	24.800	37,200.00	41,070.00	3,870.00 LT		
	Total	4,000.000		103,925.00	109,520.00	5,595.00 LT	4,880.00	4.45
Share Price: $27.380; Rating: Morgan Stanley: 2, Citigroup: 2, S&P: 1; Next Dividend Payable 03/2013								
TESORO LOGISTICS LP (TLLP)	6/2/11	2,000.000	25.330	50,660.00	87,600.00	36,940.00 LT	3,640.00	4.15
Share Price: $43.800; Rating: Citigroup: 1; Next Dividend Payable 02/2013								
VERIZON COMMUNICATIONS (VZ)	12/10/09	2,000.000	31.479	62,957.82	86,540.00	23,582.18 LT	4,120.00	4.76
Share Price: $43.270; Rating: Morgan Stanley: 2, Citigroup: 2, S&P: 2; Next Dividend Payable 02/2013								
VIVUS INCORPORATED (VVUS)	12/14/12	2,000.000	11.661	23,322.40	26,840.00	3,517.60 ST	—	—
Share Price: $13.420								
W P CAREY INC COM (WPC)	8/19/04	2,000.000	30.850	61,700.00	104,300.00	42,600.00 LT	5,280.00	5.06
Share Price: $52.150; Next Dividend Payable 01/15/13								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	83.1%	$2,073,678.45	$3,261,538.18	$1,176,517.78 LT	$88,157.06	2.70%
				$11,341.95 ST	$0.00	

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
LEUCADIA NATIONAL CORP	3/11/10	200,000.000	$105.000	$210,000.00			$16,250.00	7.22
CUSIP 527288BD5			$102.695	$205,390.47	$225,000.00	$19,609.53 LT	$4,784.72	
Unit Price: $112.500; Coupon Rate 8.125%; Matures 09/15/2015; Int. Semi-Annually Mar/Sep 15; Yield to Maturity 3 258%; Moody E1 (+) S&P BB+ (+); Issued 09/25/07								
JEFFERIES GROUP INC	12/16/11	100,000.000	99.190	99,190.00			8,500.00	7.11
CUSIP 472319AF9			99.190	99,190.00	119,500.00	20,310.00 LT	3,919.44	
Unit Price: $119.500; Coupon Rate 8.500%, Matures 07/15/2019; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 4.970%; Moody BAA3 S&P BBB, Issued 06/30/09								

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	300,000.000	$309,190.00			$24,750.00	7.18%
		$304,580.47	$344,500.00	$39,919.53 LT	$8,704.16	
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	9.0%		$353,204.16			

GOVERNMENT SECURITIES

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GOVERNMENT NATIONAL MTG ASSN POOL	9/30/02	100,000.000	$105.000	$105,000.00			$1,214.32	5.56
590252			$105.000	$19,616.08	**$21,822.98**	$2,206.90 LT	$101.19	
CUSIP 36201QWM1								
Unit Price: $116.813; Coupon Rate 6.500%, Matures 05/15/2030; Interest Paid Monthly Sep 01; Factor .18681981; Issued 09/01/02; Current Face 18,681.981								
GOVERNMENT NATIONAL MTG ASSN POOL	11/30/01	100,000.000	103.750	103,750.00			112.02	5.87
555499			103.750	1,660.36	**1,907.54**	247.18 LT	9.33	
CUSIP 36213JDC6								
Unit Price: $119.196; Coupon Rate 7.000%; Matures 09/15/2031; Interest Paid Monthly Sep 01; Factor .01600346; Issued 09/01/01; Current Face 1,600.346								
GOVERNMENT NATIONAL MTG ASSN POOL	9/30/02	100,000.000	104.125	104,125.00			222.57	5.32
575220			104.125	3,862.59	**4,182.87**	320.28 LT	18.54	
CUSIP 36200XAV1								
Unit Price: $112.759; Coupon Rate 6.000%; Matures 02/15/2032; Interest Paid Monthly Feb 01; Factor .03709570; Issued 02/01/02; Current Face 3,709.570								

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GOVERNMENT SECURITIES	300,000.000	$312,875.00			$1,548.91	5.55%
		$25,139.03	$27,913.39	$2,774.36 LT	$129.06	
TOTAL GOVERNMENT SECURITIES (incl.accr.int.)	0.7%		$28,042.45			

Quantity	Description	Market Price	Market Value	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income	**70.00% of Portfolio** *(In CUSIP Sequence)*					
Corporate Bonds						
150,000.000	**INMET MINING CORP SR NT REG S** ISIN#USC4694QAA07 8.750% 06/01/20 B/E DTD 05/18/12 CALLABLE 06/01/16 @ 104.375 CALLABLE 06/01/18 @ 100.000 FOREIGN SECURITY 1ST CPN DTE 12/01/12 CPN PMT SEMI ANNUAL ON JUN 01 AND DEC 01 Moody Rating B1 S & P Rating B+ *Security Identifier:* C4694QAA0	109.2500	163,875.00	1,057.29	13,125.00	8.00%
100,000.000	**CONCHO RES INC SR NTS** 8.625% 10/01/17 B/E DTD 09/18/09 CALLABLE 10/01/13 @ 104 313 CALLABLE 10/01/15 @ 100.000 1ST CPN DTE 04/01/10 CPN PMT SEMI ANNUAL ON APR 01 AND OCT 01 Moody Rating B1 S & P Rating BB+ *Security Identifier:* 20605PAA9	108.8750	108,875.00	2,156.25	8,625.00	7.92%

Quantity	Description	Market Price	Market Value	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*						
Corporate Bonds *(continued)*						
100,000.000	**LIMITED BRANDS INC SR NT** 6.900% 07/15/17 B/E DTD 07/17/07 CALLABLE 1ST CPN DTE 01/15/08 CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15 Moody Rating BA2 S & P Rating BB- *Security Identifier:* 532716AM9	114.7500	114,750.00	3,181.67	6,900.00	6.01%
Total Corporate Bonds: 350,000.000			$387,500.00	$6,395.21	$28,650.00	
Total Fixed Income: 350,000.000			$387,500.00	$6,395.21	$28,650.00	

Quantity	Description	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Mutual Funds 25.00% of Portfolio					
Mutual Funds					
8,896.797	**DOUBLELINE TOTAL RETURN BOND FUND** CLASS I CUSIP: 258620103 Open End Fund Dividend Option: Cash; Capital Gains Option: Cash *Security Identifier:* DBLTX	11.3300	100,800.71	6,102.58	6.05%
3,600.000	**PIMCO MORTGAGE OPPORTUNITIES FUND** INSTITUTIONAL CLASS CUSIP: 72201U638 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest *Security Identifier:* PMZIX	11.0200	39,672.00	394.60	0.99%
Total Mutual Funds			$140,472.71	$6,497.18	
Total Mutual Funds			$140,472.71	$6,497.18	

THE McCADDIN-McQUIRK FOUNDATION, INC.
LIST OF STIPENDS AND CONTRIBUTIONS PAID IN 2012

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
USA	Gregorian University Foundation c/o Rev. Robert F. O'Toole, S.J., S.S.D., President 106 West 56th Street New York, NY 10019	1061	2	$	3,000.00
USA	Divine Word College c/o Very Rev. Mark Weber, SVD, Provincial PO Box 380 Epworth, IA 52045-0380	1062	3	$	4,500.00
USA	Pontifical University of Sant' Anselmo c/o Rev. Cajetan Paul Homick, O.S.B., President St. Benedict Education Foundation 300 Fraser Purchase Road Latrobe, PA 15650-2690	1063	4	$	6,000.00
USA	Aquinas Institute of Theology Fr. Charles Bouchard, O.P., President 23 South Spring Avenue St. Louis, MO 63108	1064	2	$	3,000.00
USA	Catholic Diocese of Lexington c/o Most Rev. Ronald W. Gainer Bishop of Lexington 1310 West Main Street Lexington, KY 40508-2048	1065	1	$	1,500.00
USA	Redemptoris Mater Archdiocesan Missionary Seminary c/o Rev. Florian Martin-Calama, Rector	1066	2	$	3,000.00

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Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
	3434 East Arizona Ave. Denver, CO 80210				
USA	Redemptoris Mater Archdiocesan Missionary Seminary c/o Fr. Renato Grasselli, Rector 672 Passaic Avenue Kearny, NJ 07032	1067	4	$	6,000.00
USA	Seminary of Our Lady of Providence c/o Fr. Albert A. Kenney, S.T.L., Rector 485 Mount Pleasant Avenue Providence, RI 02908	1068	2	$	3,000.00
USA	Congregation of the Blessed Sacrament 5384 Wilson Mills Road Cleveland, OH 44143-3092	1069	2	$	3,000.00
USA	National Foundation for Mexican American Vocations c/o Archdiocese Director of Vocations 200 West Woodlawn Avenue San Antonio, TX 78228	1070	2	$	3,000.00
USA	Mill Hill Fathers Inc. c/o Rev. Robert J. O'Neil, MHM Regional Representative 222 West Hartsdale Avenue Hartsdale, NY 10530-1667	1071	6	$	9,000.00

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Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
USA	Guadalupe Missioners c/o Rev. Santiago Lara, M.G., Director 4714 West 8th Street Los Angeles, CA 90005	1072	2	$	3,000.00
USA	Oblate Missions c/o Father Tom Ovalle, OMI P.O. Box 659432 San Antonio, TX 78265-9432	1073	1	$	1,500.00
USA	International Dominican Foundation USA - Angelicum Fund c/o Very Rev. Val A. McInnes, O.P. One Galleria Blvd., Suite 710-B Metairie, LA 70001	1074	2	$	3,000.00
USA	The Glenmary Home Missioners c/o Rev. Daniel Dorsey, President P.O. Box 465618 Cincinnati, OH 45246-5618	1097	5	$	7,500.00
USA	Society for the Propogation of Faith Sr. Pauline Chirchirillo, PBVM Archdiocesan Director Archdiocesan Mission Office 1011 First Avenue New York, NY 10022	1114	3	$	4,500.00

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
Argentina	Institute of the Incarnate Word c/o Fr. Fabio Schilereff, I.V.E, Provincial Treasurer Province of "Our Lady of Lujan" El Chanaral 2699 - CC 376 (5600) San Rafael Mendoza, Argentina	1075	1	$	1,500.00
Austria	Diozesanes Missionskolleg Redemptoris Mater c/o Rev. D. Giuseppe Rigosi, Rector Sparbach 1 A-2393 Sittendorf Vienna, Austria	1076	1	$	1,500.00
Brazil	Seminario Sao Clemente c/o Fr. John Brendan Meagher, C.Sc.R. Vice Provincial Vicar Missionarios Redentoristas C.P. 85 60001-970 Fortaleza, Ceara, Brazil	1081	3	$	4,500.00
Canada	Legionnaires du Christ c/o Fr. Kevin Meehan, LC R.R. #1, #19119 Route 2 Cornwall, ON K6H 5R5 Canada	1080	2	$	3,000.00
Chile	Opispado de Linares c/o Most Rev. Tomislav Koljatic Maroevic Bishop of Linares	1082	1	$	1,500.00

THE McCADDIN-McQUIRK FOUNDATION, INC.
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	Independencia 248 Casilla 107 560647 Linares, Chile			
Congo	Father Joachim Lepina Bipunga President of Cooperative Mpulu Calle Grillo 24-30 Cuarto E 37001 Salamanca, Spain	1083	1	$ 1,500.00
Ghana	St. Victor's Major Seminary c/o Very Rev. Fr. Cletus Kulah, Rector PO Box 149 Tamale N/R Ghana (W. Africa)	1077	2	$ 3,000.00
Ireland	St. Patrick's College Monsignor Hugh G. Connolly President Maynooth County Kildare, Ireland	1078	2	$ 3,000.00
Italy	Congregation for Oriental Churches Via della Conciliazione, 34 00120 Vatican City 00193 Rome, Italy	1079	2	$ 3,000.00
India	CMI Provincial House c/o Rev. Dr. Antony Edanad, CMI	1084	4	$ 6,000.00

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Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
	P.B. No. 401 Vazhutkkad Thiruvananthapuram 695 014 Kerala, India				
India	Varanasi Province of the Indian Missionary Society c/o Fr. Devdas, IMS Provincial Administrator Anjali Christnagar PO Varanasi 221 003, U.P., India	1085	3	$	4,500.00
India	Servants of Charity Fr. Joseph Rinaldo, SdC Province Treasurer Divine Providence Province 16195 Old U.S. 12 Chelsea, MI 48116-9646	1086	2	$	3,000.00
India	St. Francis Xavier Seminary #400 c/o Salem Diocese Society SB 2525, Federal Bank, Ltd. The Federal Bank Ltd. Deepam Complex, Four Roads, Salem 636007, Tamilnadu, India	1087	2	$	3,000.00
India	Muzaffarpur Diocesan Society Bishop's House	1099	1	$	1,500.00

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
	Kalambagh Road Muzaffarpur 842 001 Bihar, India				
Nigeria	The Redemptorists Denver Province Rev. Thomas Picton C.Ss.R. Regional Superior 1230 S. Parker Road Denver, CO 80231	1088	2	$	3,000.00
Nigeria	Seminary of All Saints c/o Augustine O. Akubeze Bishop of Uromi Opoji Road, P.M.B. 23 Uhiele, Ekporma Edo State, Nigeria	1098	1	$	1,500.00
Peru	Most Rev. Jorge Pedro Carrion Pavlich Bishop, Obispo de Puno Jiron Conde de Lemos 226, Apartado 93 Puno, Peru	1089	2	$	3,000.00
Peru	Diocesis-Obispado de Huancavelica Seminario Mayor "Nuestra Senora de la Evangelizacion" c/o Rev. Padre Candido Pernas Botana, Rector Av. Andres Avelino Caceres No. 1020	1102	4	$	6,000.00

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
	Huancavelica, Peru				
Philippines	Most Rev. Nestor C. Carino Bishop of Legazpi, Diocese of Legazpi 70 Alley 3, Road 8, Project 6 Quezon City, Philippines	1090	2	$	3,000.00
Philippines	Diocese of Kidapawan c/o Rev. Fr. Armando C. Angeles Diocesan Administrator Bishop's Residence, Balindog P.O. Box 75 9400 Kidapawan City, Philippines	1091	1	$	1,500.00
Philippines	The Nativity of Our Lady College Seminary c/o Most Rev. Crispin B. Varquez, D.D. Bishop's Residence Borongan City 6800 Eastern Samar, Philippines	1092	2	$	3,000.00
Solomon Islands	Interdiocesan Seminary of the Holy Name of Mary c/o Bishop Christopher M. Cardone, O.P. Bishop of Auki, Auki Diocese P.O. Box A 13 Auki, Malaita Province Solomon Islands, South Pacific	1093	2	$	3,000.00
South Africa	St. John Vianney Seminary	1096	2	$	3,000.00

THE McCADDIN-McQUIRK FOUNDATION, INC.
LIST OF STIPENDS AND CONTRIBUTIONS PAID IN 2012

Country	Recipient Name and Address	Reference No.	No. of Stipends	Amount Paid
	c/o Fr. Enrico Parry, Rector PO Box 17128 Groenkloof 0027 Pretoria, South Africa			
Tanzania	St. Peter's Junior Seminary c/o Fr. Patrick J. Kung'alo, Rector PO Box 758 Morogoro, Tanzania, East Africa	1094	3	$ 4,500.00
Uganda	Missionaries of Jesus the Divine Master c/o Msgr. Frederick Drandua Bishop of Arua Diocese PO Box 135 Arua, Uganda	1095	2	$ 3,000.00
Uganda	Diocese of Nebbi c/o Msgr. Onega Etienne, Vicar General Vicar General's Office P.O. Box 88 Nebbi Uganda (East Africa)	1101	1	$ 1,500.00
Zambia	Diocese of Solwezi c/o Very Rev. Fr. Vincent M. Chola Vicar General PO Box 110033 Solwezi, Zambia	1100	2	$ 3,000.00

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Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
Zambia	Fr. John Harlow, O.Carm Mission Procurator c/o St. John the Martyr 259 E. 71st Street New York, NY 10021	1103	2	$	3,000.00
USA	Church of Saint Monica c/o Rev. Msgr. Thomas A. Modugno, Pastor 413 East 79th Street New York, NY 10021	1104		$	1,500.00
USA	St. Paul's Roman Catholic Church 113 East 117th Street New York, NY 10035	1105		$	300.00
	Total Amount Paid		**98**	**$**	**148,800**

THE McCADDIN-McQUIRK FOUNDATION, INC,
RETURN OF PRIVATE FOUNDATION
FORM 990-PF

EIN 13-6134444
PART XV - SUPPLEMENTARY INFORMATION
LINES 2(b) AND (d) - INFORMATION REGARDING GRANT PROGRAMS

Applications for grants from The McCaddin-McQuirk Foundation, Inc. must be submitted by a bishop, rector or head of a seminary in the United States or elsewhere and must include information necessary to satisfy the officers and trustees of the Foundation that the grant requested meets the purpose of the Foundation, which is to:

" Foster educational opportunities for poorer students to be priests, deacons, catachists or lay teachers of the Roman Catholic Church in the United States or elsewhere."

The application must also include the number of students enrolled in such programs for which grants are being requested.