efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491319013163

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 01-01-2012 , and ending 12-31-2012

Name of foundation
Frank McHugh-O'Donovan Foundation Inc

A Employer identification number
20-0842449

Number and street (or P O box number if mail is not delivered to street address) Room/suite
Foundation Source 501 Silverside Rd

B Telephone number (see instructions)
(800) 839-1754

City or town, state, and ZIP code
Wilmington, DE 198091377

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 ☐ 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 ☑ 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)* ▶$ 53,614,553

J Accounting method ☑ Cash ☐ Accrual ☐ 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 ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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)	3,185,449			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	12,681	12,681		
	4	Dividends and interest from securities.	424,702	424,702		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	-140,143			
	b	Gross sales price for all assets on line 6a 6,608,771				
	7	Capital gain net income (from Part IV, line 2) . . .		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,893,964	1,893,964		
	12	**Total.** Add lines 1 through 11	5,376,653	2,331,347		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	29,000			29,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	12,851	12,851		
	b	Accounting fees (attach schedule).	133,944			133,944
	c	Other professional fees (attach schedule)	160,980	160,980		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	45,704	1,362		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	128,367	58		128,309
	24	**Total operating and administrative expenses.** Add lines 13 through 23	510,846	175,251		291,253
	25	Contributions, gifts, grants paid	1,724,456			1,724,456
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,235,302	175,251		2,015,709
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,141,351			
	b	**Net investment income** (if negative, enter -0-)		2,156,096		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	668,749	894,524	894,524
3	Accounts receivable ▶ 2,462			
	Less allowance for doubtful accounts ▶		2,462	2,462
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 page 15 of the 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)	9,248,550	12,268,044	13,591,024
c	Investments—corporate bonds (attach schedule)	3,014,096	3,478,923	3,530,412
11	Investments—land, buildings, and equipment basis ▶ 161,493			
	Less accumulated depreciation (attach schedule) ▶		161,493	155,000
12	Investments—mortgage loans	37,084,057	36,011,479	35,441,131
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)	50,015,452	52,816,925	53,614,553
Liabilities 17	Accounts payable and accrued expenses		122	
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 ▶)			
23	**Total liabilities** (add lines 17 through 22)		122	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
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	50,015,452	52,816,803	
30	**Total net assets or fund balances** (see page 17 of the instructions)	50,015,452	52,816,803	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	50,015,452	52,816,925	

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	50,015,452
2	Enter amount from Part I, line 27a	2	3,141,351
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	53,156,803
5	Decreases not included in line 2 (itemize) ▶	5	340,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	52,816,803

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	-140,143
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))
2011	2,441,911	47,339,351	000 051583
2010	2,209,394	43,822,683	000 050417
2009	1,825,141	36,579,492	000 049895
2008	699,288	13,037,236	000 053638
2007	566,256	9,184,632	000 061653

2	**Total** of line 1, column (d).	2	000 267186
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	000 053437
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	51,710,649
5	Multiply line 4 by line 3.	5	2,763,262
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	21,561
7	Add lines 5 and 6.	7	2,784,823
8	Enter qualifying distributions from Part XII, line 4.	8	2,015,709

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)

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			1	43,122
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	43,122
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	43,122
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	42,260		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,305		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	44,565
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	76
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	1,367
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	1,367	**Refunded** ▶	11	

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ______			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶co Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP +4 ▶198091377

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 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		No

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.		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 page 20 of the instructions)?	1b	Yes	
	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	Yes	
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 ▶ 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)	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 ▶ 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? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☐ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
See Additional Data Table				

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

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
Arthur Hilton Antolick 3308 Stoner Ave Los Angeles, CA 90066	Accounting	109,390
Wells Fargo 433 N Camden Drive Beverly Hills, CA 90210	Investment Management	99,263
Foundation Source 55 Walls Drive Fairfield, CT 06824	Administrative	103,151
Total number of others receiving over $50,000 for professional services		

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	

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	15,388,438
b	Average of monthly cash balances	1b	756,318
c	Fair market value of all other assets (see instructions)	1c	36,353,365
d	**Total** (add lines 1a, b, and c)	1d	52,498,121
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	52,498,121
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	787,472
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	51,710,649
6	**Minimum investment return.** Enter 5% of line 5	6	2,585,532

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	2,585,532
2a	Tax on investment income for 2012 from Part VI, line 5	2a	43,122		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	43,122
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,542,410
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,542,410
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,542,410

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	2,015,709
b	Program-related investments—total from Part IX-B	1b	
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	2,015,709
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,015,709

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,542,410
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 114,430				
b From 2008. 58,394				
c From 2009. 29,908				
d From 2010. 55,593				
e From 2011. 118,979				
f **Total** of lines 3a through e.	377,304			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,015,709				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				2,015,709
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	377,304			377,304
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				149,397
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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))

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

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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,724,456
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	12,681	
4 Dividends and interest from securities. . . .			14	424,702	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-140,143	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Interest Inc from Mortgage Loans			14	1,893,964	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,191,204	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 2,191,204

(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) (See instructions)

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

		Line	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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-15	******
Signature of officer or trustee	Date	Title

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
Jeffrey D Haskell	Jeffrey D Haskell	2013-11-15		

Firm's name ▶	Foundation Source	Firm's EIN ▶
Firm's address ▶	One Hollow Lane Suite 212 Lake Success, NY 11042	Phone no (800) 839-1754

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491319013163

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
Frank McHugh-O'Donovan Foundation Inc

Employer identification number
20-0842449

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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
Frank McHugh-O'Donovan Foundation Inc

Employer identification number
20-0842449

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	Christine O'Donovan Trust A dated 81986 11040 Santa Monica Blvd Suite 460 Los Angeles, CA 90025	$ 3,185,449	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
Frank McHugh-O'Donovan Foundation Inc

Employer identification number
20-0842449

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
	See Additional Data Table	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
Frank McHugh-O'Donovan Foundation Inc

Employer identification number
20-0842449

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

Additional Data

Software ID: 12000057
Software Version: 12.19.1011.1
EIN: 20-0842449
Name: Frank McHugh-O'Donovan Foundation Inc

Form 990 Schedule B, 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	MORTGAGE REC - 1410 ROLLAND CURTIS PLACE	$ 230,000	2012-09-25
1	MORTGAGE REC - 2613 W SLAUSON AVENUE	$ 600,000	2012-09-25
1	MORTGAGE REC - 1508 S MAGNOLIA AVENUE	$ 327,250	2012-09-17
1	MORTGAGE REC - 945-947 E JEFFERSON BLVD	$ 540,888	2012-07-13
1	MORTGAGE REC - CHANG K HAN	$ 276,250	2012-02-21
1	MORTGAGE REC - 1107 EAST 114th STREET	$ 160,140	2012-02-09
1	MORTGAGE REC - 2136 EAST 113th STREET	$ 180,158	2012-02-09
1	MORTGAGE REC - 2408 EAST 114th STREET	$ 180,158	2012-02-09
1	MORTGAGE REC - 3425 MAPLE AVENUE	$ 210,184	2012-02-09
1	MORTGAGE REC - 10419 S SAN PEDRO STREET	$ 180,158	2012-02-09
1	MORTGAGE REC - 11204 TOWNE AVENUE	$ 150,132	2012-02-09
1	MORTGAGE REC - 11422 TOWNE AVENUE	$ 150,132	2012-02-09

TY 2012 Accounting Fees Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit Support	28,250			28,250
General Accounting and Bookkeeping	105,694			105,694

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					3,038,637	3,026,400			12,237	
MORTGAGE REC - 10500 S VERMONT - MORTGAGE REC - 10500 S VERMONT	2009-01	D	2012-11		1,150,000	1,150,000				
MORTGAGE REC - 1532-1538 CAMBRIA - MORTGAGE REC - 1532-1538 CAMBRIA, LA, CA	2008-10	D	2012-04		609,634	609,634				
MORTGAGE REC - 210 W 43RD PLACE, - MORTGAGE REC - 210 W 43RD PLACE, LA, CA	2008-10	D	2012-06			152,380			-152,380	
MORTGAGE REC - 221 W VERNON AVE - MORTGAGE REC - 221 W VERNON AVE	2009-11	D	2012-02		850,000	850,000				
MORTGAGE REC - 3232 S CENTRAL AV - MORTGAGE REC - 3232 S CENTRAL AVENUE	2009-07	D	2012-11		450,500	450,500				
MORTGAGE REC - 334-338 SOUTH WIT - MORTGAGE REC - 334-338 SOUTH WITMER STREET	2009-06	D	2012-11		510,000	510,000				

TY 2012 General Explanation Attachment

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491319013163

TY 2012 Investments Corporate Bonds Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BP CAPITAL MARKETS PLC - 3.245 - 05/06/2022	211,522	210,702
BP CAPITAL MARKETS PLC NT - 1.700 - 12/05/2014	101,550	102,078
DEERE CO NT - 04.375 - 10/16/2019	208,088	231,564
GE CAP CORP - 4.750 - 09/15/2014	108,705	106,451
GE CAP CORP MTN - 5.000 - 01/08/2016	210,690	222,392
GENERAL ELEC CAP CORP PFD - 6.500 - 08/15/204	132,445	132,000
GOLDMAN SACHS GROUP INC NTS - 6.150 - 04/01/2018	218,599	234,954
MERCK CO INC BD - 4.000 - 06/30/2015	109,523	108,533
MORGAN STANLEY MTN - 5.550 - 04/27/2017	214,000	221,726
NOVARTIS CAPITAL - 1.900 - 04/24/2013	200,466	201,038
PNC FNDG CORP 4.25 9/21/15	109,514	108,995
ROYAL BK OF CANADA MTN - 1.150 - 03/13/2015	100,122	101,085
SHELL INTERNATIONAL FIN - 03.250 - 09/22/2015	108,257	106,812
STATOILHYDRO ASA - 2.900 - 10/15/2014	201,236	208,138
TEVA PHARM FIN IV - 03.650 - 11/10/2021	217,008	214,046
TEVA PHARMACEUTICAL FINANCE IV 1.70 11/10/2014	101,930	102,302
TOTAL CAPITAL - 2.70 - 01/25/2023	206,530	203,746
UNITED PARCEL SERVICE - 3.875 - 04/01/2014	217,176	208,366
US BANCORP NOTE - 3.150 - 03/04/2015	200,494	210,762
WAL MART STORES INC-3.25-10/25/2020	218,512	217,922
US BANCORP PERP SER-D - 7.875 - USB-PL	82,556	76,800

TY 2012 Investments Corporate Stock Schedule

Name: Frank McHugh-O'Donovan Foundation Inc
EIN: 20-0842449
Software ID: 12000057
Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1600 shares of 3M CO	137,271	148,560
2000 shares of ACCENTURE PLC	98,510	133,000
1600 shares of ACE LTD	93,102	127,680
2700 shares of AFLAC INC.	131,068	143,424
2000 shares of AMERICAN EXPRESS CO	91,408	114,960
1600 shares of AMGEN INC	98,688	137,920
1700 shares of APACHE CORPORATION	129,438	133,450
250 shares of APPLE INC.	81,564	133,043
19989 shares of ARTISAN INTERNATIONAL FUND	400,000	491,522
5300 shares of BANK OF AMERICA PFD SER J - 7.250	128,123	134,461
1600 shares of BERKSHIRE HATHAWAY INC. CLASS B	140,004	143,520
2000 shares of BHP BILLITON LIMITED	146,080	156,840
2000 shares of BOEING CO	147,088	150,720
4000 shares of BRISTOL-MYERS SQUIBB CO	118,182	130,360
2500 shares of CAPITAL ONE FINANCIAL CORP	145,458	144,825
3000 shares of CENTURY LINK INC	111,715	117,360
1300 shares of CHEVRON CORP	113,634	140,582
7000 shares of CISCO SYSTEMS INC	147,282	137,543
2600 shares of CME GROUP, INC	143,653	131,742
3600 shares of COCA-COLA CO	121,541	130,500
4000 shares of COMCAST CORP CL A	90,515	149,440
2300 shares of CONOCOPHILLIPS	112,008	133,377
1400 shares of COSTCO WHOLESALE CORP	115,230	138,222
2400 shares of DANAHER CORP	124,722	134,160
1200 shares of DIAGEO PLC ADS	96,289	139,896
1800 shares of ECOLAB INC	107,339	129,420
1500 shares of EXXON MOBIL CORP	106,740	129,825
11646 shares of FIDELITY ADVISOR EMERG MKTS INC CL I	150,000	175,042
11654 shares of GATEWAY FUND CLASS Y	300,000	315,927
6000 shares of GENERAL ELECTRIC CO	95,004	125,940

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3000 shares of GENERAL MILLS INC	112,323	121,260
16415 shares of GOLDMAN SACHS GRWTH OPPORTUNITIES FD	350,000	405,607
2500 shares of HOME DEPOT INC.	81,693	154,625
2200 shares of HONEYWELL INTERNATIONAL INC.	127,471	139,634
23556 shares of HUSSMAN STRATEGIC GROWTH FD	300,000	252,281
7000 shares of INTEL CORP	155,627	144,340
750 shares of INTERNATIONAL BUSINESS MACHINES	117,968	143,663
13000 shares of IPATH DJ AIGCITR ETN	543,958	537,549
2000 shares of JOHNSON JOHNSON	129,052	140,200
3500 shares of JP MORGAN CHASE CO	127,843	153,892
5100 shares of JP MORGAN CHASE CAP X PFD - 7.000 - 02/15/2032	130,189	130,152
1400 shares of MCDONALDS CORP	107,535	123,494
1500 shares of MCKESSON CORP	107,349	145,440
4000 shares of MEADWESTVACO CORP	114,045	127,480
5000 shares of MICROSOFT CORPORATION	140,868	133,549
2300 shares of NOVARTIS AG ADR	143,746	145,590
22939 shares of OAKMARK INTERNATIONAL FUND CL I	400,000	480,113
15432 shares of OPPENHEIMER DEVELOPING MARKETS FUND CLASS Y	450,000	538,259
4500 shares of ORACLE CORP	138,092	149,940
4300 shares of PACIFIC GAS AND ELECTRIC COMPANY	129,779	127,237
44115 shares of PENNSYLVANIA MUTUAL FD, INVESTMENT CLASS	450,000	507,323
13481 shares of PIMCO EMERGING MARKETS BOND INSTL	150,000	168,516
33490 shares of PIMCO HIGH-YIELD INSTL	300,000	322,844
2000 shares of PROCTER GAMBLE CO	127,132	135,780
35392 shares of PUTNAM FLOATING RATE INC	300,000	314,989
2400 shares of QUALCOMM INC	133,269	148,463
38644 shares of RIDGEWORTH FDS MID-CAP VALUE EQUITY FUND CLASS I	425,000	454,070
2000 shares of ROSS STORES, INC.	50,579	108,180
200000 shares of ROYAL BANK OF CANADA - 2.625 12/15/2015	211,352	211,094
5000 shares of SPDR DJ WILSHIRE INT	207,791	206,750

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2300 shares of TARGET CORPORATION	117,469	136,091
19369 shares of TEMPLETON GLOBAL BD	250,000	258,378
5000 shares of TENN VALLEY AUTHORITY PUT - 6.750	132,650	133,050
5000 shares of TEXAS INSTRUMENTS INC.	139,892	154,450
3300 shares of TJX COMPANIES INC	143,754	140,085
1700 shares of UNITED TECHNOLOGIES CORP	126,446	139,417
2600 shares of UNITEDHEALTH GROUP INC.	114,354	141,024
4500 shares of US BANCORP DEL	142,670	143,730
2000 shares of US BANCORP PERP SER D - 7.875	53,732	51,200
2000 shares of VANGUARD ST BOND ETF	162,760	161,980
35377 shares of WELLS FARGO ADV ULTRA SHORT TERM INC FD	300,000	302,830
34378 shares of WELLS FARGO ADVANTAGE SHORT TERM BOND FD INST CL	300,000	303,214

TY 2012 Investments - Land Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
372 W VERNON, LOS ANGELES, CA	161,493		161,493	155,000

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491319013163

TY 2012 Legal Fees Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance Matters and Counseling	12,851	12,851		

TY 2012 Other Decreases Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Amount
Book Loss Due to Foreclosure	340,000

TY 2012 Other Expenses Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	103,151			103,151
Bank Charges	58	58		
Premium Payment for Indemnification Insurance	23,378			23,378
State or Local Filing Fees	1,780			1,780

TY 2012 Other Income Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Interest Income from Mortgage Loans	1,893,964	1,893,964	

TY 2012 Other Professional Fees Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	133,366	133,366		
Real Estate Appraisal Services	11,000	11,000		
Monthly Rental Collection Services	11,792	11,792		
Other Professional Services	4,822	4,822		

TY 2012 Taxes Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	41,000			
Foreign Tax Paid	1,362	1,362		
IRS Excise Tax Payment with 1st ext 990-PF	3,295			
IRS Excise Tax Payment with 2nd ext 990-PF	47			

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)
Publicly-traded Securities			
MORTGAGE REC - 10500 S VERMONT	D	2009-01-22	2012-11-30
MORTGAGE REC - 1532-1538 CAMBRIA, LA, CA	D	2008-10-08	2012-04-20
MORTGAGE REC - 210 W 43RD PLACE, LA, CA	D	2008-10-08	2012-06-08
MORTGAGE REC - 221 W VERNON AVE	D	2009-11-02	2012-02-17
MORTGAGE REC - 3232 S CENTRAL AVENUE	D	2009-07-01	2012-11-06
MORTGAGE REC - 334-338 SOUTH WITMER STREET	D	2009-06-03	2012-11-19

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)
3,038,637		3,026,400	12,237
1,150,000		1,150,000	
609,634		609,634	
		152,380	-152,380
850,000		850,000	
450,500		450,500	
510,000		510,000	

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	
			12,237
			-152,380

Form 990PF Part VIII Line 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
Katherine Cadiente Foundation Source 501 Silverside Rd Wilmington, DE 19809	Dir 003 00	13,000		
Frank McHugh Foundation Source 501 Silverside Rd Wilmington, DE 19809	CEO / Dir 010 00	0		
Theresa M McHugh Foundation Source 501 Silverside Rd Wilmington, DE 19809	Dir / CFO / Sec 005 00	0		
Richard Riordan Foundation Source 501 Silverside Rd Wilmington, DE 19809	VP / Dir 001 00	0		
Loree A Vincent Foundation Source 501 Silverside Rd Wilmington, DE 19809	Dir 003 00	13,000		
Oscar Zaldana Foundation Source 501 Silverside Rd Wilmington, DE 19809	Dir 001 00	3,000		

Form 990PF Part XV Line 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*				
ALLIANCE FOR COLLEGE-READY PUBLIC SCHOOL 601 S FIGUEROA ST 4TH FL LOS ANGELES, CA 90017	N/A	509a1	Intercom Painting of Christine O Donovan Middle Academy	50,456
BOMBER HOCKEY GROUP INC 17602 17TH ST STE 102-241 TUSTIN, CA 92780	N/A	509a2	General Unrestricted	25,000
CATHOLIC EDUCATION FOUNDATION 3424 WILSHIRE BLVD 3RD FL LOS ANGELES, CA 90010	N/A	509a1	Tuition Asst Program for Students of the Archdiocese of LA	1,000,000
CHILDRENS LIFE-SAVING FOUNDATION 1112 MONTANA AVE STE 534 SANTA MONICA, CA 90403	N/A	509a2	McHugh-O Donovan Shining Stars Scholarship Fund	200,000
COMMUNITY ADVOCATES INC 865 S FIGUEROA ST STE 3339 LOS ANGELES, CA 90017	N/A	509a1	General Unrestricted	15,000
FRIENDS OF EXPO CENTER 3980 BILL ROBERTSON LN STE 203 LOS ANGELES, CA 90037	N/A	509a1	General Unrestricted	25,000
INNER CITY EDUCATION FOUNDATION 5120 W GOLDLEAF CIR STE 350 LOS ANGELES, CA 90056	N/A	509a1	Performing Arts, Football, Athletics and Technology Programs	200,000
LOS ANGELES BOYS & GIRLS CLUB 2635 PASADENA AVE LOS ANGELES, CA 90031	N/A	509a1	General Unrestricted	25,000
LOYOLA HIGH SCHOOL OF LOS ANGELES 1901 VENICE BLVD LOS ANGELES, CA 90006	N/A	509a1	Loyola HS McHugh-O Donovan Scholarship Fund	50,000
PALISADES JEWISH EARLY CHLDHD CTR CHABAD 15207 W SUNSET BLVD STE A PACIFIC PLSDS, CA 90272	N/A	509a1	General Unrestricted	10,000
RX FOR READING PO BOX 491190 LOS ANGELES, CA 90049	N/A	509a1	Instructional Innovation Grant to Support LA County Schools	14,000
TOBERMAN NEIGHBORHOOD CENTER INC 630 W 1ST ST SAN PEDRO, CA 90731	N/A	509a1	General Unrestricted	25,000
TORAT HAYIM 1210 S LA CIENEGA BLVD LOS ANGELES, CA 90035	N/A	509a1	General Unrestricted	10,000
VALLEY VILLAGE FOUNDATION 20830 SHERMAN WAY WINNETKA, CA 91306	N/A	509a1	General Unrestricted	25,000
VISION TO LEARN 11611 SAN VICENTE BLVD STE 500 LOS ANGELES, CA 90049	N/A	509a1	General Unrestricted	50,000
Total . . . . ▶ **3a**				1,724,456