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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

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation

MCCARTHY FAMILY FOUNDATION

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

C/O FAIRPORT ASSET, 3636 EUCLID AVENUE

Room/suite

City or town, state, and ZIP code

CLEVELAND, OH 44115

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

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

► \$ 449,863.

J Accounting method Cash Accrual Other (specify) _____

(Part I, column (d) must be on cash basis.)

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	553,750.			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	9.	9.	9.	STATEMENT 1
	5a Gross rents	6,226.	6,226.	6,226.	STATEMENT 2
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	1,302.			
	7 Capital gain net income (from Part IV, line 2)		1,302.		
	8 Net short-term capital gain			N/A	
	9 Income modifications Gross sales less returns and allowances			RECEIVED	
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income			UL 22 2013	
Operating and Administrative Expenses	12 Total. Add lines 1 through 11	561,287.	7,537.	561,235.	
	13 Compensation of officers, directors, trustees, etc	0.	10.	10.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	STMT 3	235.	0.	0.
	b Accounting fees				
	c Other professional fees	STMT 4	5,255.	5,255.	0.
	17 Interest				
	18 Taxes	STMT 5	157.	157.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23		5,647.	5,412.	5,412.	0.
	25 Contributions, gifts, grants paid				380,000.
	26 Total expenses and disbursements. Add lines 24 and 25				380,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	175,640.			
28 Net investment income (if negative, enter -0-)	b Net investment income		2,125.		
	c Adjusted net income (if negative, enter -0-)			823.	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash - non-interest-bearing		256.	596.
2	Savings and temporary cash investments		14,364.	7,826.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock			
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ►			
	Less: accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 6	236,473.	418,311.
14	Land, buildings, and equipment basis ►			
	Less: accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		251,093.	426,733.
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable		
Net Assets or Fund Balances	22	Other liabilities (describe ►)		
	23	Total Liabilities (add lines 17 through 22)	0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds	251,093.	426,733.
	30	Total net assets or fund balances	251,093.	426,733.
	31	Total Liabilities and net assets/fund balances	251,093.	426,733.

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	251,093.
2	Enter amount from Part I, line 27a	2	175,640.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	426,733.
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	426,733.

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	157,853.	156,429.			1,302.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(I) 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					
b					
c					
d					
e					1,302.
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	1,302.
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	773.

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	248,544.	61,347.	4.051445
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)

2 4.051445

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 4.051445

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

4 422,216.

5 Multiply line 4 by line 3

5 1,710,585.

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

6 21.

7 Add lines 5 and 6

7 1,710,606.

8 Enter qualifying distributions from Part XII, line 4

8 380,000.

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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 1.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 1,000.

d Backup withholding erroneously withheld

6d

7 Total credits and payments Add lines 6a through 6d

7 1,001.

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

10 958.

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

11 0.

Part VII-A | Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

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?

2 X

If "Yes," attach a detailed description of the activities.

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?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

• By language in the governing instrument, or

6 X

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b X

WI

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)

9 X

of each state as required by General Instruction G? If "No," attach explanation

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

STMT 7

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► FAIRPORT ASSET MANAGEMENT Located at ► 3636 EUCLID AVE., CLEVELAND, OH	Telephone no ► 216-431-2748 ZIP+4 ► 44115
15	► 15 N/A ►	
16	Yes	No 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

	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	1b
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?		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		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?		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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A		
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

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
MICHAEL J. MCCARTHY C/O FAIRPORT ASSET; 3636 EUCLID AVE. CLEVELAND, OH 44115-2528	TRUSTEE 1.00	0.	0.	0.
JESSICA A. MCCARTHY C/O FAIRPORT ASSET; 3636 EUCLID AVE. CLEVELAND, OH 44115-2528	TRUSTEE 1.00	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		
3	All other program-related investments. See instructions.	
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	418,664.
b Average of monthly cash balances	1b	9,982.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	428,646.
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	428,646.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,430.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	422,216.
6 Minimum investment return. Enter 5% of line 5	6	21,111.

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	21,111.
2a Tax on investment income for 2012 from Part VI, line 5	2a	43.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	43.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	21,068.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	21,068.
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	21,068.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	380,000.
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	380,000.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	380,000.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				21,068.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	247,139.			
f Total of lines 3a through e	247,139.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 380,000.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				21,068.
e Remaining amount distributed out of corpus	358,932.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	606,071.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see 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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	606,071.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	247,139.			
e Excess from 2012	358,932.			

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				
BAKER UNIVERSITY P. O. BOX 65 BALDWIN CITY, KS 66006	NONE	PUBLIC CHARITY - 509(A)(1)	PROMOTE EDUCATION	100,000.
GREENFIELD BASEBALL ASSOCIATION LILAC PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY - 509(A)(1)	PROMOTE ATHLETICS EDUCATION	5,000.
GREENSBURG CENTRAL CATHOLIC HIGH SCHOOL 911 ARMORY DRIVE GREENSBURG, PA 15601	NONE	SCHOOL - 501(C)(3)	TUITION ASSISTANCE	7,050.
SAINT ROSALIA ACADEMY 411 GREENFIELD AVENUE PITTSBURGH, PA 15207	NONE	SCHOOL - 501(C)(3)	PROMOTE EDUCATION AND TUITION ASSISTANCE	82,950.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726-4090	NONE	PUBLIC CHARITY - 509(A)(1)	PROMOTE PEDIATRIC HEALTH CARE	75,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 380,000.
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		(e) Related or exempt function income
		(a) Business code	(b) Amount	
1 Program service revenue				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
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				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue.				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)			0.	7,537.
13 Total. Add line 12, columns (b), (d), and (e)			13	7,537.

(See worksheet in line 13 instructions to verify calculations)

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exer-

(3) Rental of facilities, equipment,

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

Yes No

b If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

Date _____

► TRUSTEE

Paid Preparer Use Only	Print/Type preparer's name LOUIS V LOPARO	Preparer's signature <i>Louis V Loparo</i>	Date 5-28-13	Check <input type="checkbox"/> if self-employed	PTIN P00976627
	Firm's name ► HOBE & LUCAS CPAS			Firm's EIN ► 31-1488076	
	Firm's address ► 4807 ROCKSIDE ROAD, #510 INDEPENDENCE, OH 44131			Phone no. 216-524-8900	

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

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

OMB No 1545-0047

2012**Name of the organization****Employer identification number****MCCARTHY FAMILY FOUNDATION****45-2784199****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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

MCCARTHY FAMILY FOUNDATION

Employer identification number

45-2784199

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	<u>GREEN BAY PACKERS</u> <u>1265 LOMBARDI AVENUE</u> <u>GREEN BAY, WI 54304</u>	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>ARIENS COMPANY</u> <u>655 WEST RYAN STREET</u> <u>BRILLION, WI 54110</u>	\$ <u>20,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<u>MILLERCOORS</u> <u>3939 W HIGHLAND BLVD</u> <u>MILWAUKEE, WI 53201</u>	\$ <u>25,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<u>MIKE AND DEB HOLLY</u> <u>734 SHOTO ROAD</u> <u>TWO RIVERS, WI 54241</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

MCCARTHY FAMILY FOUNDATION

45-2784199

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
		\$ _____	_____
(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

Employer identification number

MCCARTHY FAMILY FOUNDATION

45-2784199

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.) ► \$ _____*
Use duplicate copies of Part III if additional space is needed.

Form 6781

Department of the Treasury
Internal Revenue ServiceGains and Losses From Section 1256
Contracts and Straddles

OMB No. 1545-0644

2012

Attachment
Sequence No. 82

Name(s) shown on tax return

MCCARTHY FAMILY FOUNDATION

Identifying number
45-2784199Check all applicable boxes (see instructions). A Mixed straddle election C Mixed straddle account election
 B Straddle-by-straddle identification election D Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

(a) Identification of account	(b) (Loss)	(c) Gain
1 POWERSHARES DB US DOLLAR INDEX BEARISH FUND K-1		70
POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1		20
POWERSHARES DB US DOLLAR INDEX BULLISH FUND K-1	101	
2 Add the amounts on line 1 in columns (b) and (c)	2	(101)
3 Net gain or (loss) Combine line 2, columns (b) and (c)	3	(11)
4 Form 1099-B adjustments. See instructions and attach statement.	4	
5 Combine lines 3 and 4	5	(11)
<i>Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7 Partnerships and S corporations, see instructions.</i>		
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number	6	
7 Combine lines 5 and 6	7	(11)
8 Short-term capital gain or (loss). Multiply line 7 by 40% (.40). Enter here and include on the appropriate line of Schedule D (see instructions)	8	(4)
9 Long-term capital gain or (loss). Multiply line 7 by 60% (.60). Enter here and include on the appropriate line of Schedule D (see instructions)	9	(7)

Part II Gains and Losses From Straddles. Attach a separate statement listing each straddle and its components.

Section A—Losses From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss. If column (e) is more than (d), enter difference. Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference. Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)					11a ()		
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)					11b ()		

Section B—Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference. Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13a ()
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13b ()

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference. Otherwise, enter -0-
14				

For Paperwork Reduction Act Notice, see instructions.

Form 6781 (2012)

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.)
a	SCHWAB (#4359-2202) - SEE ATTACHED	P		
b	SCHWAB (#4359-2202) - SEE ATTACHED	P		
c	POWERSHARES DB COMMODITY INDEX TRACKING FUND			
d	POWERSHARES DB COMMODITY INDEX TRACKING FUND			
e	CAPITAL GAIN DISTRIBUTIONS - VANGUARD MRTG-BACKD	P		
f	CAPITAL GAIN DISTRIBUTIONS - WASATCH LONG SHORT F	P		
g	CAPITAL GAIN DISTRIBUTIONS - WISDOMTREE EMERGING	P		
h	FORM 6781 - PART 1	P		
i	FORM 6781 - PART 1	P		
j	CAPITAL GAINS DIVIDENDS			
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	150,486.		149,721.	765.
b	7,074.		6,708.	366.
c				12.
d				<123.>
e	7.			7.
f	23.			23.
g	6.			6.
h				<4.>
i				<7.>
j	257.			257.
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
	(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	
a			**	765.
b				366.
c			**	12.
d				<123.>
e				7.
f				23.
g				6.
h			**	<4.>
i				<7.>
j				257.
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 1,302.
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	}		3 773.

MCCARTHY FAMILY FOUNDATION

45-2784199

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	5.
POWERSHARES DB US DOLLAR INDEX BEARISH FUND K-1	2.
POWERSHARES DB US DOLLAR INDEX BULLISH FUND K-1	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	6,483.	257.	6,226.
TOTAL TO FM 990-PF, PART I, LN 4	6,483.	257.	6,226.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND PROFESSIONAL FEES	235.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	235.	0.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER SERVICE FEES	209.	209.	209.	0.
INVESTMENT MANAGER FEES	4,942.	4,942.	4,942.	0.
POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	66.	66.	66.	0.
POWERSHARES DB US DOLLAR INDEX BULLISH FUND K-1	20.	20.	20.	0.
POWERSHARES DB US DOLLAR INDEX BEARISH FUND K-1	18.	18.	18.	0.
TO FORM 990-PF, PG 1, LN 16C	5,255.	5,255.	5,255.	0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	132.	132.	132.	0.
FEDERAL TAXES	25.	25.	25.	0.
TO FORM 990-PF, PG 1, LN 18	157.	157.	157.	0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	418,311.	441,441.
TOTAL TO FORM 990-PF, PART II, LINE 13		418,311.	441,441.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORSPART VII-A, LINE 10

STATEMENT

7

NAME OF CONTRIBUTOR

ADDRESS

GREEN BAY PACKERS

1265 LOMARDI AVENUE
GREEN BAY, WI 54304

ARIENS COMPANY

655 WEST RYAN STREET
BRILLION, WI 54110

MILLERCOORS

3939 W HIGHLAND STREET
MILWAUKEE, WI 53201

MIKE AND DEB HOLLY

734 SHOTO ROAD
TWO RIVERS, WI 54241

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
MCCARTHY FAMILY FOUNDATION

Account Number
4359-2202

Report Period
January 1 - December 31, 2012

G000029350206

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Realized Gain or (Loss) (continued)						Accounting Method: High Cost	
Short-Term (continued)	Quantity/Par	Acquired/Opened	Sold/Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
ISHARES MSCI EMU INDEX FDMSCI EMU INDEX FUND: EZU	50.00000	08/04/11	03/14/12	\$1,574.02	\$1,596.81	(\$22.79)	
ISHARES MSCI EMU INDEX FDMSCI EMU INDEX FUND: EZU	15.00000	02/22/12	09/17/12	\$479.16	\$471.60	\$7.56	
Security Subtotal				\$2,053.18	\$2,068.41	(\$15.23)	
ISHARES MSCI PAC EX JAPNPACIFIC INDEX FUND: EPP EX-JAPAN	30.00000	02/22/12	03/14/12	\$1,294.23	\$1,319.78	(\$25.55)	
Security Subtotal				\$1,294.23	\$1,319.78	(\$25.55)	
ISHARES MSCI UTD KINGDM UNITED KINGDOM INDEX FD: EWU	85.00000	02/22/12	03/14/12	\$1,473.42	\$1,481.10	(\$7.68)	
Security Subtotal				\$1,473.42	\$1,481.10	(\$7.68)	
ISHARES S&P MIDCAP 400 GROWTH INDEX FUND S&P MIDCAP 4: IJK	15.00000	02/22/12	03/14/12	\$1,675.52	\$1,661.38	\$14.14	
Security Subtotal				\$1,675.52	\$1,661.38	\$14.14	
ISHARES S&P SMCCAP GROWTHS&P SMALLCAP 600: IJT	20.00000	02/22/12	03/14/12	\$1,628.82	\$1,623.70	\$5.12	
Security Subtotal				\$1,628.82	\$1,623.70	\$5.12	

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
MCCARTHY FAMILY FOUNDATION

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Short-Term (continued)		Quantity/Par		Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR BARCLAYS BOND BARCLAYS INTERMEDIATE CREDIT BOND: CIU		20.0000	08/04/11	02/15/12		\$2,164.03	\$2,169.08	(\$5.05)
ISHARES TR BARCLAYS BOND BARCLAYS INTERMEDIATE CREDIT BOND: CIU		50.0000	02/22/12	03/14/12		\$5,398.45	\$5,444.75	(\$46.30)
Security Subtotal						\$7,562.48	\$7,613.83	(\$51.35)
ISHARES TR BARCLAYS BOND BARCLAYS 3-7 YEAR TREAS BOND FUND: IEI		10.0000	08/04/11	02/15/12		\$1,217.62	\$1,203.42	\$14.20
ISHARES TR BARCLAYS BOND BARCLAYS 3-7 YEAR TREAS BOND FUND: IEI		10.0000	01/09/12	02/15/12		\$1,217.62	\$1,227.93	(\$10.31)
ISHARES TR BARCLAYS BOND BARCLAYS 3-7 YEAR TREAS BOND FUND: IEI		55.0000	02/22/12	03/14/12		\$6,619.53	\$6,707.10	(\$87.57)
ISHARES TR BARCLAYS BOND BARCLAYS 3-7 YEAR TREAS BOND FUND: IEI		64.0000	02/22/12	05/23/12		\$7,853.10	\$7,804.63	\$48.47
Security Subtotal						\$16,907.87	\$16,943.08	(\$35.21)
ISHARES TR COHEN & STEER REALTY MAJORS INDEX FD: ICF		45.0000	02/22/12	03/14/12		\$3,398.39	\$3,301.47	\$96.92

Account Number
4359-2202

Report Period
**January 1 - December 31,
2012**



G000029330306

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
MCCARTHY FAMILY FOUNDATION

Report Period
January 1 - December 31,
2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Short-Term (continued)		Acquired/ Opened			Sold/ Closed		Total Proceeds		Cost Basis		Realized Gain or (Loss)		Accounting Method: High Cost	
ISHARES TR COHEN & STEERREALTY MAJORS INDEX FD: ICF	51.0000	02/22/12	09/05/12				\$4,091.45		\$3,741.67			\$349.78		
Security Subtotal							\$7,489.84		\$7,043.14			\$446.70		
ISHARES TR RUSSELL 2000 RUSSELL 2000 VALUE INDEX: IWN	15.0000	08/04/11	02/15/12				\$1,065.95		\$994.47			\$71.48		
ISHARES TR RUSSELL 2000 RUSSELL 2000 VALUE INDEX: IWN	20.0000	02/22/12	03/14/12				\$1,440.22		\$1,441.27			(\$1.05)		
Security Subtotal							\$2,506.17		\$2,435.74			\$70.43		
ISHARES TRUST DOW JONES DOW JONES US TECH SECTR: IYW	80.0000	02/22/12	03/14/12				\$6,115.74		\$5,866.12			\$249.62		
Security Subtotal							\$6,115.74		\$5,866.12			\$249.62		
POWERSHARES GLOBAL ETF FUNDAMENTAL HIGH YLD USDBOND PORT: PHB	70.0000	08/04/11	02/15/12				\$1,297.37		\$1,280.28			\$117.09		
POWERSHARES GLOBAL ETF FUNDAMENTAL HIGH YLD USDBOND PORT: PHB	155.0000	02/22/12	03/14/12				\$2,897.72		\$2,906.35			(\$8.63)		
Security Subtotal							\$4,195.09		\$4,186.63			\$8.46		
POWERSHS DB COMMDTY INDX: DBC	65.0000	02/22/12	03/14/12				\$1,886.42		\$1,914.63			(\$28.21)		
Security Subtotal							\$1,886.42		\$1,914.63			(\$28.21)		



Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
MCCARTHY FAMILY FOUNDATION

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost					
Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Realized Gain or (Loss)
POWERSHS DB US DOLLAR TRINDEX BEARISH FUND: UDN	227.0000	04/02/12	06/04/12	\$5,937.68	\$6,237.06 (\$299.38)
Security Subtotal				\$5,937.68	\$6,237.06 (\$299.38)
POWERSHS DB US DOLLAR TRINDEX BULLISH FUND: UUP	65.0000	02/22/12	03/14/12	\$1,447.02	\$1,435.35 \$11.67
POWERSHS DB US DOLLAR TRINDEX BULLISH FUND: UUP	285.0000	02/22/12	04/02/12	\$6,232.10	\$6,293.45 (\$61.35)
POWERSHS DB US DOLLAR TRINDEX BULLISH FUND: UUP	258.0000	06/04/12	09/05/12	\$5,741.77	\$5,902.60 (\$160.83)
Security Subtotal				\$13,420.89	\$13,631.40 (\$210.51)
POWERSHS EXCH TRAD FD TRDWA EMERGING MKTS TECH: PIE	65.0000	08/04/11	03/14/12	\$1,144.78	\$1,180.29 (\$35.51)
Security Subtotal				\$1,144.78	\$1,180.29 (\$35.51)
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT: XLY	65.0000	02/22/12	03/14/12	\$2,881.55	\$2,782.36 \$99.19
Security Subtotal				\$2,881.55	\$2,782.36 \$99.19
SECTOR SPDR ENGY SELECT SHARES OF BENEFICIAL INT: XLE	20.0000	08/04/11	01/09/12	\$1,405.64	\$1,401.22 \$4.42



G0000289360406

Charles Schwab
INSTITUTIONAL

Schwab One® Account of
MCCARTHY FAMILY FOUNDATION

Report Period
**January 1 - December 31,
2012**

Account Number
4359-2202

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Realized Gain or (Loss) (continued)						Accounting Method: High Cost	
Short-Term (continued)	Quantity/Par	Acquired/Opened	Sold/Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
SECTOR SPDR ENGY SELECT SHARES OF BENEFICIAL INT: XLE	40.0000	02/22/12	03/14/12	\$2,943.40	\$3,028.62	(\$85.22)	
SECTOR SPDR ENGY SELECT SHARES OF BENEFICIAL INT: XLE	50.0000	02/22/12	09/17/12	\$3,823.79	\$3,785.78	\$38.01	
Security Subtotal				\$8,172.83	\$8,215.62	(\$42.79)	
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT: XLV	100.0000	02/22/12	03/14/12	\$3,687.28	\$3,604.83	\$82.45	
Security Subtotal				\$3,687.28	\$3,604.83	\$82.45	
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT: XLI	115.0000	02/22/12	03/14/12	\$4,322.22	\$4,302.65	\$19.57	
Security Subtotal				\$4,322.22	\$4,302.65	\$19.57	
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT: XLB	135.0000	08/04/11	02/22/12	\$5,067.13	\$4,752.58	\$314.55	
Security Subtotal				\$5,067.13	\$4,752.58	\$314.55	
SECTOR SPDR TIR CON STPLSSHARES OF BENEFICIAL INT: XLP	130.0000	02/22/12	03/14/12	\$4,372.36	\$4,271.65	\$100.71	



2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost					
Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT: XLP	42 00000	02/22/12	04/04/12	\$1,422.38	\$1,380.07
Security Subtotal				\$5,794.74	\$5,651.72
SPDR S&P MIDCAP 400 ETF: MDY	10 00000	08/04/11	02/15/12	\$1,757.84	\$1,591.19
SPDR S&P MIDCAP 400 ETF: MDY	20 00000	02/22/12	03/14/12	\$3,604.58	\$3,556.80
Security Subtotal				\$5,362.42	\$5,147.99
VANGUARD MRTG-BACKD ETF MORTAGE-BACKED SEC'S: VMBS	35.0000	08/04/11	02/15/12	\$1,819.10	\$1,816.61
VANGUARD MRTG-BACKD ETF MORTAGE-BACKED SEC'S: VMBS	50.0000	01/09/12	02/15/12	\$2,598.71	\$2,610.95
VANGUARD MRTG-BACKD ETF MORTAGE-BACKED SEC'S: VMBS	210.0000	02/22/12	03/14/12	\$10,875.36	\$10,933.64
Security Subtotal				\$15,293.17	\$15,361.20
VANGUARD MSCI EMERGING MARKETS ETF: VWO	50.0000	08/04/11	03/14/12	\$2,198.51	\$2,226.71
Security Subtotal				\$2,198.51	\$2,226.71
					(\$28.20)
					(\$28.20)



Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
MCCARTHY FAMILY FOUNDATION

Account Number
4359-2202

Report Period
January 1 - December 31, 2012

G0000029350506

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Realized Gain or (Loss) (continued)						Accounting Method: High Cost		
Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	Cost Basis	Realized Gain or (Loss)
WASATCH LONG SHORT FD: FMLSX	150.00000	02/22/12	03/14/12	\$2,046.00	\$2,061.00	(\$15.00)		
Security Subtotal				\$2,046.00	\$2,061.00	(\$15.00)		
WISDOMTREE EMERGING ETF MKTS LOCAL DEBT FUND: ELD	10.00000	08/04/11	03/14/12	\$514.51	\$540.21	(\$25.70)		
WISDOMTREE EMERGING ETF MKTS LOCAL DEBT FUND: ELD	20.00000	08/04/11	03/14/12	\$1,029.01	\$1,080.42	(\$51.41)		
Security Subtotal				\$1,543.52	\$1,620.63	(\$77.11)		
Total Short-Term				\$150,485.52	\$149,720.78	\$764.74		
Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	Cost Basis	Realized Gain or (Loss)
ISHARES MSCI EMU INDEX FDMSCI EMU INDEX FUND: EZU	85.00000	08/04/11	09/17/12	\$2,715.22	\$2,714.59	\$0.63		
Security Subtotal				\$2,715.22	\$2,714.59	\$0.63		

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR ENGY SELECT SHARES OF BENEFICIAL INT: XLE	57.0000	08/04/11	09/17/12	\$4,359.11	\$3,993.46	\$365.65
Security Subtotal				\$4,359.11	\$3,993.46	\$365.65
Total Long-Term				\$7,074.33	\$6,708.05	\$366.28

Total Realized Gain or (Loss)

\$157,559.85 **\$156,428.83** **\$1,131.02**

Schwab has provided realized gain and loss information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Report Period
January 1 - December 31, 2012
Account Number
4359-2202



Consolidated Portfolio Position

A WEALTH TRUST COMPANY

Registration:

McCarthy Family Foundation (NP)

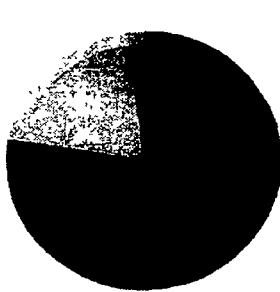
As of Date:

12/31/2012

About This Report

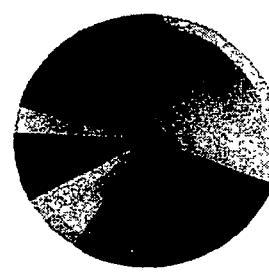
The Portfolio Position report displays information about each asset in an account on a specific date. Pie charts illustrate the portfolio's composition of asset classes and categories. Total market value amounts for each account and registration grouping, as well as the household, also appear. This report can run at the household (client), registration, or account level. Details are displayed at the level for which this report was created.

Portfolio Composition (Including bond accrual)



Asset Category 12/31/2012

■ Equity	48.8 %
■ Bond	28.8 %
■ Alternatives	20.5 %
■ Money Market	1.9 %



Asset Class 12/31/2012

■ Cash and Equivalent	1.9 %
■ Fixed Income	28.8 %
■ Large Cap	28.7 %
■ Mid Cap	4.6 %
■ Small Cap	3.1 %
■ International Developed Markets	9.0 %
■ International Emerging Markets	3.4 %
■ Commodities	3.8 %
■ Real Estate Investment Trusts	2.0 %
■ Diversified Alternatives	14.8 %

Consolidated Portfolio Detail, as of 12/31/2012

Product	Asset Class	Asset Category	Ticker	Units	Price	Portfolio Composition	Asset Value
Cash and Equivalent							
Schwab Money Market	Cash and Equivalent	Money Market	SchwabCash	8,422.12	\$1.00	1.87 %	\$8,422.12
						Money Market Total:	1.87 %
Fixed Income							
WisdomTree Emerging Markets Local Debt	Fixed Income	Bond	ELD	115.00	\$53.46	1.37 %	\$6,147.90
Powershares High Yield Corp Bond	Fixed Income	Bond	PHB	650.00	\$19.25	2.78 %	\$12,513.15
iShares Barclays 3-7 Yr Treasury Bond	Fixed Income	Bond	IEI	212.00	\$123.22	5.81 %	\$26,122.64
iShares Barclays Intermediate Credit Bond	Fixed Income	Bond	CIU	295.00	\$111.29	7.30 %	\$32,830.55
Vanguard Mortgagebacked Securities Index ETF	Fixed Income	Bond	VMBS	995.00	\$52.20	11.55 %	\$51,939.00
						Bond Total:	28.80 %
						Fixed Income Total:	28.80 %
Large Cap							
iShares Dow Jones US Telecommunications Sector Index	Large Cap	Equity	IYZ	100.00	\$24.26	0.54 %	\$2,426.00

McCarthy Family Foundation (NP)

Product	Asset Class	Asset Category	Ticker	Units	Price	Portfolio Composition	Asset Value
First Trust Materials Alphadex	Large Cap	Equity	FXZ	155.00	\$25.80	0.89 %	\$3,999.00
iShares Dow Jones US Home Construction	Large Cap	Equity	ITB	232.00	\$21.16	1.09 %	\$4,909.12
SPDR Energy Select Sector	Large Cap	Equity	XLE	184.00	\$71.42	2.92 %	\$13,141.28
Rydex S&P Equal Weight Financial	Large Cap	Equity	RYF	461.00	\$29.16	2.99 %	\$13,443.68
SPDR Health Care Select Sector	Large Cap	Equity	XLV	385.00	\$39.88	3.41 %	\$15,353.80
SPDR Consumer Staples Select Sector	Large Cap	Equity	XLP	448.00	\$34.90	3.48 %	\$15,635.20
SPDR Consumer Discretionary Select Sector	Large Cap	Equity	XLY	354.00	\$47.44	3.73 %	\$16,793.44
SPDR Industrial Select Sector	Large Cap	Equity	XLI	516.00	\$37.90	4.35 %	\$19,556.40
iShares Dow Jones US Technology Sector Index	Large Cap	Equity	IYW	337.00	\$70.72	5.30 %	\$23,832.64
						Equity Total:	28.70 %
						Large Cap Total:	28.70 %
							\$129,090.56
Mid Cap							
iShares S&P MidCap 400 Growth Index	Mid Cap	Equity	IJK	60.00	\$114.41	1.53 %	\$6,864.60
SPDR S&P MidCap 400	Mid Cap	Equity	MDY	75.00	\$185.71	3.10 %	\$13,928.25
						Equity Total:	4.62 %
						Mid Cap Total:	4.62 %
							\$20,792.85
Small Cap							
iShares S&P SmallCap 600 Citigroup Growth Index	Small Cap	Equity	IJT	80.00	\$84.04	1.49 %	\$6,723.20
iShares Russell 2000 Value Index	Small Cap	Equity	IWN	95.00	\$75.51	1.59 %	\$7,173.45
						Equity Total:	3.09 %
						Small Cap Total:	3.09 %
							\$13,896.65
International Developed Markets							
Market Vectors Gold Miners	International Developed Markets	Equity	GDX	85.00	\$46.39	0.88 %	\$3,943.15
iShares MSCI Germany Index	International Developed Markets	Equity	EWG	175.00	\$24.70	0.96 %	\$4,322.50
iShares MSCI Canada Index	International Developed Markets	Equity	EWC	170.00	\$28.40	1.07 %	\$4,828.00
Vanguard FTSE All Wld Ex US\$ml Cap	International Developed Markets	Equity	VSS	65.00	\$90.89	1.31 %	\$5,907.85
iShares MSCI United Kingdom Index	International Developed Markets	Equity	EWU	370.00	\$17.94	1.48 %	\$6,637.80
iShares MSCI Pacific ex-Japan Index	International Developed Markets	Equity	EPP	150.00	\$47.14	1.57 %	\$7,071.00
iShares MSCI EMU Index	International Developed Markets	Equity	EZU	227.00	\$33.46	1.69 %	\$7,595.42
						Equity Total:	8.96 %
						International Developed Markets Total:	8.96 %
							\$40,305.72
International Emerging Markets							
Powershares DWA Emer Mkts Technical Ldrs	International Emerging Markets	Equity	PIE	260.00	\$18.59	1.07 %	\$4,833.40
Vanguard Emerging Market	International Emerging Markets	Equity	VWO	237.00	\$44.53	2.35 %	\$10,553.61
						Equity Total:	3.42 %
							\$15,387.01

Product	Asset Class	Asset Category	Ticker	Units	Price	Portfolio Composition	Asset Value
					International Emerging Markets Total:	3.42 %	\$15,387.01
Commodities							
PowerShares DB Commodity Index Tracking Fund	Commodities	Alternatives	DBC	290.00	\$27.78	1.79 %	\$8,056.20
iShares Gold Trust	Commodities	Alternatives	IAU	550.00	\$16.28	1.99 %	\$8,953.56
					Alternatives Total:	3.78 %	\$17,009.76
					Commodities Total:	3.78 %	\$17,009.76
Real Estate Investment Trusts							
iShares Cohen & Steers Realty Majors Index	Real Estate Investment Trusts	Alternatives	ICF	114.00	\$78.54	1.99 %	\$8,953.56
					Alternatives Total:	1.99 %	\$8,953.56
					Real Estate Investment Trusts Total:	1.99 %	\$8,953.56
Diversified Alternatives							
Powershares DB US Dir Index Tr	Diversified Alternatives	Alternatives	UDN	215.00	\$27.21	1.30 %	\$5,850.15
Wasatch Long/Short	Diversified Alternatives	Alternatives	FMLSX	694.25	\$13.93	2.15 %	\$9,670.90
AQR N Managed Futures	Diversified Alternatives	Alternatives	AQMNX	1,444.41	\$9.73	3.12 %	\$14,054.09
IQ Hedge Multi-Strategy Tracker	Diversified Alternatives	Alternatives	QAI	1,326.00	\$27.81	8.20 %	\$36,876.06
					Alternatives Total:	14.77 %	\$66,451.20
					Diversified Alternatives Total:	14.77 %	\$66,451.20
					Registration Total:	100.00%	\$449,862.67

* Including bond accrual

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box X
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

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

Part I only

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. MCCARTHY FAMILY FOUNDATION	Employer identification number (EIN) or 45-2784199
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O FAIRPORT ASSET, 3636 EUCLID AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CLEVELAND, OH 44115	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

FAIRPORT ASSET MANAGEMENT

- The books are in the care of ► 3636 EUCLID AVE. - CLEVELAND, OH 44115

Telephone No. ► 216-431-2748 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until
AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year 2012 or► tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 1,001.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 1.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 1,000.

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

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

Form 8868 (Rev. 1-2013)