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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

2012

Open to public inspection

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

City or town, state, and ZIP code
CLEVELAND, OH 44115

Room/suite

A Employer identification number
45-2784199

B Telephone number
216-431-2748

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		553,750.			
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		9.	9.	9.	STATEMENT 1
4 Dividends and interest from securities		6,226.	6,226.	6,226.	STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,302.			
b Gross sales price for all assets on line 6a	157,853.		1,302.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		561,287.	7,537.	6,235.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		235.	0.	0.	0.
b Accounting fees					
c Other professional fees STMT 4		5,255.	5,255.	5,255.	0.
17 Interest					
18 Taxes STMT 5		157.	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.			380,000.
26 Total expenses and disbursements. Add lines 24 and 25		385,647.	5,412.	5,412.	380,000.
27 Subtract line 26 from line 12		175,640.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,125.		
c Adjusted net income (if negative, enter -0-)				823.	

SCANNED JUL 25 2013

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	256.	596.	596.
	2 Savings and temporary cash investments	14,364.	7,826.	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.	441,441.
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.	449,863.
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			
	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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	43.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	43.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	43.
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 <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	958.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 958. Refunded <input type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 7

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
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	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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?	<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	
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?	1b	
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))	1c	X
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? If "Yes," list the years ►	2a	
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 ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	
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	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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.

(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	TRUSTEE			
C/O FAIRPORT ASSET; 3636 EUCLID AVE.				
CLEVELAND, OH 44115-2528	1.00	0.	0.	0.
JESSICA A. MCCARTHY	TRUSTEE			
C/O FAIRPORT ASSET; 3636 EUCLID AVE.				
CLEVELAND, OH 44115-2528	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 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.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	380,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	380,000.

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				
a Enter amount for 2011 only			0.	
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.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	606,071.			
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 instructions			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.			

N/A

▶

☐ 4942(i)(3) or ☐ 4942(i)(5)

(4) Gross investment income

N/A

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 XVII

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule | | |
|---------------------------------------------|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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

Signature of officer or trustee: [Signature] Date: 6/14/13 Title: TRUSTEE

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 <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	

Form **990-PF** (2012)

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

MCCARTHY FAMILY FOUNDATION

Employer identification number

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 foundationCheck 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

Employer identification number

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

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.

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

Form **6781**Department of the Treasury
Internal Revenue Service**Gains and Losses From Section 1256
Contracts and Straddles**► Information about Form 6781 and its instructions is at www.irs.gov/form6781.
► Attach to your tax return.

OMB No 1545-0644

2012Attachment
Sequence No. **82**

Name(s) shown on tax return

MCCARTHY FAMILY FOUNDATION

Identifying number

45-2784199

Check 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)	90
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)
Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions.		
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.)
1a	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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
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.

3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

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
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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
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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 CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	7
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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



G000029350206

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)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES MSCI EMU INDX FDMSCI EMU INDEX FUND: EZU	50.0000	08/04/11	03/14/12	\$1,574.02	\$1,596.81	(\$22.79)
ISHARES MSCI EMU INDX FDMSCI EMU INDEX FUND: EZU	15.0000	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 EX-JAPAN INDEX FUND: EPP	30.0000	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 LTD KINGDM UNITED KINGDOM INDX FD: EWU	85.0000	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	15.0000	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 SMCAP GROWTHS&P SMALLCAP 600: IJT	20.0000	02/22/12	03/14/12	\$1,628.82	\$1,623.70	\$5.12
Security Subtotal				\$1,628.82	\$1,623.70	\$5.12

CG181805-002935 470121

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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	Realized Gain or (Loss)	
ISHARES TR BARCLAYS BONDBARCLAYS INTERMEDIATE CREDIT BOND: CIU	20.0000	08/04/11	02/15/12	\$2,164.03	\$2,169.08	(\$5.05)	
ISHARES TR BARCLAYS BONDBARCLAYS 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 BONDBARCLAYS 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 BONDBARCLAYS 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 BONDBARCLAYS 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 BONDBARCLAYS 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 & STEERREALTY MAJORS INDEX FD: ICF	45.0000	02/22/12	03/14/12	\$3,398.39	\$3,301.47	\$96.92	



G000029350306

Charles SCHWAB
INSTITUTIONALSchwab One® Account of
MCCARTHY FAMILY FOUNDATIONReport Period
**January 1 - December 31,
2012**Account Number
4359-2202**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	Realized Gain or (Loss)	
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 USBOND PORT: PHB	70.0000	08/04/11	02/15/12	\$1,297.37	\$1,280.28	\$17.09	
POWERSHARES GLOBAL ETF FUNDAMENTAL HIGH YLD USBOND 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)	

2012 Year-End Schwab Gain/Loss Report

						Accounting Method: High Cost	
Realized Gain or (Loss) (continued)							
Short-Term (continued)							
	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	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	



Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
MCCARTHY FAMILY FOUNDATION

Account Number
4359-2202

Report Period
January 1 - December 31,
2012

G000029350408

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	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 TR 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	Realized Gain or (Loss)
SECTOR SPDR TR CON STPLSHARES OF BENEFICIAL INT: XLP	42 0000	02/22/12	04/04/12	\$1,422.38	\$1,380.07	\$42.31
Security Subtotal				\$5,794.74	\$5,651.72	\$143.02
SPDR S&P MIDCAP 400 ETF: MDY	10 0000	08/04/11	02/15/12	\$1,757.84	\$1,591.19	\$166.65
SPDR S&P MIDCAP 400 ETF: MDY	20.0000	02/22/12	03/14/12	\$3,604.58	\$3,556.80	\$47.78
Security Subtotal				\$5,362.42	\$5,147.99	\$214.43
VANGUARD MRTG-BACKD ETF MORTAGE-BACKED SECS: VMBS	35.0000	08/04/11	02/15/12	\$1,819.10	\$1,816.61	\$2.49
VANGUARD MRTG-BACKD ETF MORTAGE-BACKED SECS: VMBS	50.0000	01/09/12	02/15/12	\$2,598.71	\$2,610.95	(\$12.24)
VANGUARD MRTG-BACKD ETF MORTAGE-BACKED SECS: VMBS	210.0000	02/22/12	03/14/12	\$10,875.36	\$10,933.64	(\$58.28)
Security Subtotal				\$15,293.17	\$15,361.20	(\$68.03)
VANGUARD MSCI EMERGING MARKETS ETF: VWO	50.0000	08/04/11	03/14/12	\$2,198.51	\$2,226.71	(\$28.20)
Security Subtotal				\$2,198.51	\$2,226.71	(\$28.20)



G000029350508

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)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WASATCH LONG SHORT FD: FMLSX	150.0000	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	10.0000	08/04/11	03/14/12	\$514.51	\$540.21	(\$25.70)
WISDOMTREE EMERGING ETF MKTS LOCAL DEBT FUND: ELD	20.0000	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)
ISHARES MSCI EMU INDX FDMSCI EMU INDEX FUND: EZU	85.0000	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)

Accounting Method: High Cost

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 wherever 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.



Consolidated Portfolio Position

Registration:

McCarthy Family Foundation (NP)

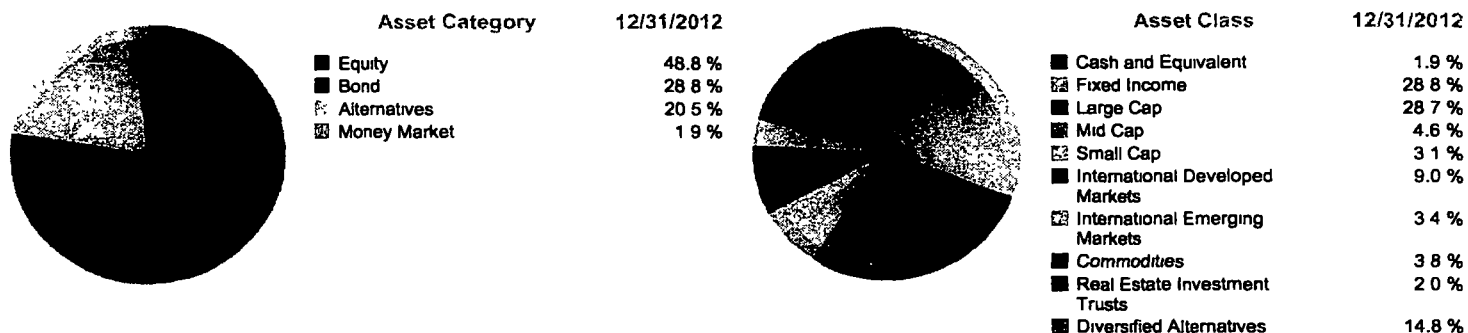
As of Date:

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)



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 %	\$8,422.12
Cash and Equivalent Total:						1.87 %	\$8,422.12
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 %	\$129,553.24
Fixed Income Total:						28.80 %	\$129,553.24
Large Cap							
iShares Dow Jones US Telecommunications Sector Index	Large Cap	Equity	IYZ	100.00	\$24.26	0.54 %	\$2,426.00

Product	Asset Class	Asset Category	Ticker	Units	Price	Portfolio Composition	Asset Value *
First Trust Materials Alphasdex	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 %	\$129,090.56
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 %	\$20,792.85
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 %	\$13,896.65
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 Wid Ex USSml 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 %	\$40,305.72
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	VVO	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 Div 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

OMB No. 1545-1709

► **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)