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# INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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 , 2012, and ending , 20

Name of foundation <b>CALLIE D. MCGRATH FOUNDATION</b>		A Employer identification number <b>95-6995594</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>800- 357-7094</b>
City or town, state, and ZIP code <b>DALLAS, TX 75283-1041</b>		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 13,339,120.</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)					
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities		353,591.			STMT 1
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10		162,842.			
	b	Gross sales price for all assets on line 6a	4,869,012.				
	7	Capital gain net income (from Part IV, line 2)					
	8	Net short-term capital gain					
Operating and Administrative Expenses	9	Income modifications					
	10a	Gross sales less returns and allowances					
	b	Less Cost of goods sold					
	c	Gross profit or (loss) (attach schedule)					
	11	Other income (attach schedule)					
	12	Total Add lines 1 through 11		516,433.	511,232.		
	13	Compensation of officers, directors, trustees, etc.		71,455.	42,873.		28,582.
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule) STMT 4		1,100.	NONE	NONE	1,100.
	c	Other professional fees (attach schedule)					
	17	Interest					
	18	Taxes (attach schedule) (see instructions) STMT 5		41,532.	3,253.		
	19	Depreciation (attach schedule) and depletion					
	20	Occupancy					
	21	Travel, conferences, and meetings					
	22	Printing and publications					
	23	Other expenses (attach schedule) STMT 6		10.			10.
	24	Total operating and administrative expenses. Add lines 13 through 23		114,097.	46,126.	NONE	29,692.
	25	Contributions, gifts, grants paid		597,100.			597,100.
	26	Total expenses and disbursements Add lines 24 and 25		711,197.	46,126.	NONE	626,792.
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disbursements		-194,764.			
	b	Net investment income (if negative, enter -0-)			465,106.		
	c	Adjusted net income (if negative, enter -0-)					

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ENVELOPE  
POSTMARK DATE JUL 12 2013

SCANNED JUL 18 2013

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	226,496.	531,067.	531,067.
	3 Accounts receivable ▶ . . . . .			
	Less allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U.S. and state government obligations (attach schedule) . . . . .	1,860,324.	1,764,685.	1,936,449.
	b Investments - corporate stock (attach schedule) . . . . .	NONE	7,035,831.	7,516,110.
	c Investments - corporate bonds (attach schedule) . . . . .	2,267,560.	1,803,783.	2,047,622.
	11 Investments - land, buildings, and equipment basis . . . . .			
Less accumulated depreciation (attach schedule) ▶ . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . .	8,402,109.	1,423,823.	1,307,872.	
14 Land, buildings, and equipment basis . . . . .				
Less accumulated depreciation (attach schedule) ▶ . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	12,756,489.	12,559,189.	13,339,120.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . .)			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .	12,756,489.	12,559,189.	
	28 Paid-in or capital surplus, or land, bldg. and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	12,756,489.	12,559,189.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	12,756,489.	12,559,189.	

**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	12,756,489.
2 Enter amount from Part I, line 27a . . . . .	2	-194,764.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7 . . . . .	3	3,575.
4 Add lines 1, 2, and 3 . . . . .	4	12,565,300.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8 . . . . .	5	6,111.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	12,559,189.

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**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 4,869,012.		4,706,170.	162,842.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>			162,842.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	162,842.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>		

**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	616,739.	13,242,012.	0.046574
2010	577,182.	12,526,864.	0.046076
2009	653,847.	11,627,942.	0.056231
2008	724,674.	13,282,362.	0.054559
2007	677,580.	14,810,271.	0.045751
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.249191
<b>3</b> 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			<b>3</b> 0.049838
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 13,274,736.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 661,586.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 4,651.
<b>7</b> Add lines 5 and 6			<b>7</b> 666,237.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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			<b>8</b> 626,792.

**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 . . . . .		1	9,302.
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 <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	9,302.
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-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	9,302.
6 Credits/Payments		7	9,200.
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .			
b Exempt foreign organizations - tax withheld at source . . . . .			
c Tax paid with application for extension of time to file (Form 8868) . . . . .			
d Backup withholding erroneously withheld . . . . .			
7 Total credits and payments. Add lines 6a through 6d . . . . .		7	9,200.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .		8	11.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	113.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/> <input type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .		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? . . . . .		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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		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 . . . . .		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? . . . . .		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 • 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"/> CA		
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

**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?	13	X	
Website address <b>NONE</b>				
14	The books are in care of <b>BANK OF AMERICA, N.A.</b> Telephone no <b>(213) 861-5228</b> Located at <b>515 S FLOWER ST, FL 27, LOS ANGELES, CA</b> ZIP+4 <b>90071-2201</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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**

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 checked="" type="checkbox"/> Yes	<input 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<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)	2b	X
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)	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

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 515 FLOWER ST, FL 27, LOS ANGELES, CA 90071-2201	TRUSTEE 1	71,455.	-0-	-0-

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

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

**Total** number of other employees paid over \$50,000 ☐

NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

**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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	13,476,889.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	13,476,889.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	13,476,889.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	202,153.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	13,274,736.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	663,737.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	663,737.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	9,302.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	9,302.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	654,435.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	654,435.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	654,435.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	626,792.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	626,792.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	626,792.

**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 . . . . .				654,435.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			597,096.	
b Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>626,792.</u>				
a Applied to 2011, but not more than line 2a . . . . .			597,096.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				29,696.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				624,739.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
SEE STATEMENT 19				597,100.
<b>Total</b> . . . . .			<b>3a</b>	597,100.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>3b</b>	

## Enter gross amounts unless otherwise indicated

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

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

JSA

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?		Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	<b>1a(1)</b>		X
(2) Other assets	<b>1a(2)</b>		X
<b>b</b> Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>		X
(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>		X
(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>		X
(4) Reimbursement arrangements	<b>1b(4)</b>		X
(5) Loans or loan guarantees	<b>1b(5)</b>		X
(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>		X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>		X
<b>d</b> 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

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  
BANK OF AMERICA, N.A.

6/21/13  
Date

► TRUSTEE  
Title

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

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABS SR UNSECD NT	3,783.	3,783.
INVESCO INTL GROWTH FUND CL Y	3,382.	3,382.
AMERICA MOVIL S A DE C V GTD SR NT MEXIC	3,575.	3,575.
ARTIO GLOBAL HIGH INCOME FUND CL I	7,399.	7,219.
BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT	390.	390.
BERKSHIRE HATHAWAY INC DEL NT	2,364.	2,364.
BOFA MONEY MARKET RESERVES CAPITAL CLASS	490.	490.
BOTTLING GROUP LLC SR NT	3,823.	3,823.
CVS CAREMARK CORP SR UNSECD NT	1,932.	1,932.
CANADIAN NAT RES LTD NT CANADA	1,710.	1,710.
CISCO SYS INC NT	2,750.	2,750.
CITIGROUP INC SR UNSECD NT	3,850.	3,850.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	3,178.	3,178.
COMCAST CORP NEW NT	2,205.	2,205.
COMMONWEALTH EDISON CO 1ST MTG BD SER 99	875.	875.
CONOCOPHILLIPS GTD NT	2,875.	2,875.
CONSOLIDATED EDISON CO NEW YORK INC BD	2,700.	2,700.
DEERE JOHN CAP CORP MTN	3,575.	3,575.
DOW CHEM CO SR UNSECD NT	875.	875.
DU PONT E I DE NEMOURS & CO SR NT	3,300.	3,300.
DUKE ENERGY CORP SR NT	1,719.	1,719.
DUKE ENERGY CORP NEW SR UNSECD NT	824.	824.
EAGLE SM CAP GROWTH FUND CL I	101.	101.
EATON VANCE LARGE-CAP VALUE FUND CL I	36,034.	36,034.
FEDERAL HOME LN MTG CORP POOL #G12654	2,106.	2,106.
FEDERAL HOME LN BKS CONS BD	6,750.	6,750.
FEDERAL HOME LN BKS CONS BD	8,531.	8,531.
FEDERAL HOME LN BKS CONS BD	1,750.	1,750.
FEDERAL HOME LN BKS CONS BD	198.	198.
FEDERAL HOME LN MTG CORP NT	7,125.	7,125.
FEDERAL NATL MTG ASSN 09/23/2002 4.375%	2,352.	2,352.
FEDERAL NATL MTG ASSN POOL #AQ3381	124.	124.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL NATL MTG ASSN POOL #831811	1,775.	1,775.
FEDERAL NATL MTG ASSN POOL #888135	2,441.	2,441.
FEDERAL NATL MTG ASSN POOL #932669	1,867.	1,867.
FEDERAL NATL MTG ASSN POOL #933794	7,687.	7,687.
FEDERAL NATL MTG ASSN POOL #MA0907	1,800.	1,800.
FEDERAL NATL MTG ASSN POOL #MA1027	2,619.	2,619.
GE COML MTG CORP 2003-C1 COML MTG PASSTH	5,658.	5,658.
GENERAL ELEC CAP CORP UNSECD SR MTN	3,300.	3,300.
GOLDMAN SACHS GROUP INC SUB NT	3,225.	3,225.
HARBOR INTERNATIONAL FUND INSTL CL	5,860.	5,860.
HEWLETT PACKARD CO NT	3,675.	3,675.
INTERNATIONAL BUSINESS MACHS CORP NT	2,938.	2,938.
ISHARES MSCI EMERGING MKTS INDEX FUND	12,909.	12,909.
ISHARES TR RUSSELL MIDCAP VALUE	4,044.	4,044.
ISHARES RUSSELL 2000 VALUE INDEX FUND	4,247.	4,247.
JPMORGAN CHASE & CO GLOBAL SR HLDG CO NT	4,922.	4,922.
JPMORGAN CHASE & CO O NT	2,243.	2,243.
KRAFT FOODS INC SR UNSECD NT	2,419.	2,419.
KROGER CO NT	1,013.	1,013.
KROGER CO SR NT CALL 1/15/22 @100	418.	418.
LINCOLN NATL CORP IND UNSECD SR NT	2,625.	2,625.
METLIFE INC SR UNSECD NT	3,375.	3,375.
MORGAN STANLEY NT	2,915.	2,915.
MORGAN STANLEY SER 04-T13 CLASS A4 DTD 2	104.	104.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	901.	901.
PIMCO HIGH YIELD FUND	23,516.	23,516.
PNC FDG CORP CO GTD SR NT	4,639.	4,639.
PACIFIC GAS & ELEC CO SR NT	2,475.	2,475.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	5,716.	5,716.
PIMCO COMMODITY REALRETURN STRATEGY FUND	10,563.	10,563.
PIMCO EMERGING MKT CURRENCY FUND INSTL	1,674.	1,674.
PROCTER & GAMBLE CO NT	2,900.	2,900.
PRUDENTIAL FINL INC MTN SR NT	1,425.	1,425.

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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PRUDENTIAL JENNISON MID-CAP GROWTH FUND	1,817.	1,817.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	5,248.	5,248.
SBC COMMUNICATIONS INC GLOBAL NT	2,813.	2,813.
SEMPRA ENERGY SR UNSECD NT	1,950.	1,950.
TELEFONICA EMISIONES S A U SR NT SPAIN	1,757.	1,757.
TIME WARNER INC CO GTD NT	1,425.	1,425.
TRANSCANADA PIPELINES LTD SR NT CANADA	4,550.	4,550.
UNITED STATES TREAS BDS DTD 08-15-93	4,688.	4,688.
UNITED STATES TREAS BD DTD 02/15/01 5.37	12,345.	12,345.
UNITED STATES TREAS BD DTD 02/17/09 3.50	7,631.	7,631.
UNITED STATES TREAS NT DTD 05/17/10 3.50	5,291.	5,291.
UNITED STATES TREAS NT DTD 02/15/11 3.62	2,719.	2,719.
UNITED STATES TREAS NT DTD 05/02/11 0.62	357.	357.
UNITED STATES TREAS SEC STRIPPED GENERIC	1,616.	1,616.
UNITED TECHNOLOGIES CORP NT	1,613.	1,613.
UNITED TECHNOLOGIES CORP NT	1,838.	1,838.
VANGUARD REIT ETF	16,103.	11,082.
VERIZON COMMUNICATIONS INC BD	3,575.	3,575.
VIRGINIA ELEC & PWR CO SR NT 2007 SER B	2,083.	2,083.
VODAFONE GROUP PLC NEW NT UNITED KINGDOM	2,688.	2,688.
WACHOVIA CORP NEW SUB NT	3,938.	3,938.
WAL-MART STORES BD	2,888.	2,888.
WYETH NT	4,125.	4,125.
	-----	-----
TOTAL	353,591.	348,390.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,100.			1,100.
TOTALS	1,100.	NONE	NONE	1,100.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX - PRIOR YEAR	29,079.	
EXCISE TAX ESTIMATES	4,200.	
EXCISE TAX ESTIMATES	5,000.	
FOREIGN TAXES ON QUALIFIED FOR	2,292.	2,292.
FOREIGN TAXES ON NONQUALIFIED	961.	961.
	-----	-----
TOTALS	41,532.	3,253.
	=====	=====

CALLIE D. MCGRATH FOUNDATION

95-6995594

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
STATE FILING FEE	10.	10.
TOTALS	----- 10. =====	----- 10. =====

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
MUTUAL FUND ADJUSTMENT - 2011	2,438.
YEAR END SALES ADJUSTMENT - 2011	149.
PURCHASED ACCRUED INTEREST - 2011	988.
	-----
TOTAL	3,575.
	=====

## FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
MUTUAL FUND ADJUSTMENT - 2012	4,999.
YEAR END SALES ADJUSTMENT - 2012	289.
PURCHASED ACCRUED INTEREST - 2012	326.
ARTIO GLOBAL HIGH INCOME FUND TIMING ADJUSTMENT	180.
ROC ADJUSTMENT - 2012	299.
NET ROUNDING ADJUSTMENT	18.
	-----
TOTAL	6,111.
	=====

RECIPIENT NAME:  
TUESDAY MUSICAL JUNIORS  
ADDRESS:  
122 SAN MIGUEL DR  
Arcadia, CA 91007  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
FOR CALLIE MCGRATH COMPETITIVE AWARD  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
SANTA TERESITA HOSPITAL  
ADDRESS:  
819 BUENA VISTA ST  
DUARTE, CA 91010-1703  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 59,710.

RECIPIENT NAME:  
MARYVALE  
ADDRESS:  
7600 GRAVES AVE  
ROSEMEAD, CA 91770  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT I/M/O SOPHIE & ERNEST WATZ  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 59,710.

RECIPIENT NAME:  
UNION RESCUE MISSION  
ADDRESS:  
545 S SAN PEDRO ST  
LOS ANGELES, CA 90013  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,620.

RECIPIENT NAME:  
CITY OF HOPE  
ADDRESS:  
1500 E DUARTE RD  
DUARTE, CA 91010  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 32,500.

RECIPIENT NAME:  
AMERICAN RED CROSS  
ADDRESS:  
430 MADELINE DR  
PASADENA, CA 91105  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.



RECIPIENT NAME:  
AMERICAN DIABETES ASSOCIATION  
ADDRESS:  
6300 WILSHIRE BLVD, SUITE 100  
LOS ANGELES, CA 90048  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
MASONIC HOMES OF CALIFORNIA  
ADDRESS:  
1111 CALIFORNIA ST  
SAN FRANCISCO, CA 98401  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
FOR COVINA CAMPUS I/M/O S & E WATZ  
AMOUNT OF GRANT PAID ..... 59,710.

RECIPIENT NAME:  
PASADENA OPERA GUILD  
ADDRESS:  
251 S ORANGE GROVE BLVD # 8  
PASADENA, CA 91005-1767  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
FUNDING FOR AN AWARD FOR YOUNG SINGERS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

CALLIE D. MCGRATH FOUNDATION 95-6995594  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
SOUTHWEST INDIAN FOUNDATION  
ADDRESS:  
P.O. BOX 307  
GALLUP, MN 87305  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 12,750.

RECIPIENT NAME:  
AMERICAN CANCER SOCIETY, INC.  
ADDRESS:  
P.O. BOX 720366  
OKLAHOMA CITY, CA 73712-0366  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT PASADENA CHAPTER  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
BRAILLE INSTITUTE OF AMERICA  
ADDRESS:  
741 N VERMONT AVE  
LOS ANGELES, CA 90029  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 25,000.

STATEMENT 12

RECIPIENT NAME:  
LOS ANGELES MISSION  
ADDRESS:  
303 E 5TH ST  
LOS ANGELES, CA 90013  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
HANNA BOYS CENTER  
ADDRESS:  
17000 ARNOLD DR  
SONOMA, CA 95476  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 17,500.

RECIPIENT NAME:  
WORLD VISION, INC.  
ADDRESS:  
P.O. BOX 9716  
FEDERAL WAY, WA 98063-9716  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT CHILDREN'S PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
CHRISTIAN APPLACHIAN PROJECT  
ADDRESS:  
322 CRAB ORCHARD RD  
LANCASTER, KY 40446  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 22,500.

RECIPIENT NAME:  
SACRED HEART MONASTERY  
ADDRESS:  
P. O. BOX 900  
HALES CORNER, WI 53130-0900  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
MERCY HOME FOR BOYS & GIRLS  
ADDRESS:  
1140 W JACKSON BLVD  
CHICAGO, IL 60607  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,600.

RECIPIENT NAME:  
CAMPUS CRUSADE FOR CHRIST  
ADDRESS:  
100 LAKE HART DR  
ORLANDO, FL 32832  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT JESUS FILM PROJECT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
AMERICAN HEART ASSOCIATION  
ADDRESS:  
816 S FIGUEROA ST  
LOS ANGELES, CA 90017  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
CHILDREN'S SURVIVAL FUND  
ADDRESS:  
4211 SURFSIDE CIR  
MISSOURI CITY, TX 77459-7459  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 80,000.

RECIPIENT NAME:  
CALIFORNIA INSTITUTE OF TECHNOLOGY  
ADDRESS:  
1200 E CALIFORNIA BLVD  
PASADENA, CA 91125  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT ALZHEIMER'S RESEARCH  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:  
SALVATION ARMY  
ADDRESS:  
832 JAMES M WOOD BLVD  
LOS ANGELES, CA 90015-1352  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
CHILDREN'S MERCY FUND  
ADDRESS:  
100 N PITT ST, SUITE 202  
ALEXANDRIA, VA 22314  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UNION STATION FOUNDATION  
ADDRESS:  
825 E. ORANGE GROVE BLVD  
PASADENA, CA 91104  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
UPWARD BOUND HOUSE  
ADDRESS:  
1104 WASHINGTON AVE  
SANTA MONICA, CA 90403  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
OCEAN PARK COMMUNITY CENTER  
ADDRESS:  
1453 16TH STREET  
SANTA MONICA, CA 90404-2715  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
LOS ANGELES ORTHOPAEDIC  
MEDICAL CENTER  
ADDRESS:  
2400 SOUTH FLOWER STREET  
LOS ANGELES, CA 90007  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
CHILDREN'S CARE FUND  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
BEYOND SHELTER  
ADDRESS:  
340 NORTH MADISON AVE  
LOS ANGELES, CA 90004  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
CANEY CREEK COMMUNITY CENTER  
ADDRESS:  
100 PURPOSE ROAD  
Pippa Passes, KY 41844  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
ALICE LLOYD COLLEGE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.



CALLIE D. MCGRATH FOUNDATION 95-6995594  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:

COMMUNITY PARTNERS

ADDRESS:

1000 N. ALAMEDA STREET, SUITE 240  
LOS ANGELES, CA 90012

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

DHHEAF PROJECT GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

TOTAL GRANTS PAID: 597,100.

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## FEDERAL FOOTNOTES

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FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

## CALLIE D. MCGRATH FOUNDATION

95-6995594

## Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	531067.350	531,067.35	531,067.35
002824AU4	ABBOTT LABS	54000.000	60,440.04	64,396.62
008882532	INVESCO INTL GROWTH FUND	8565.489	206,000.00	247,371.32
02364WAF2	AMERICA MOVIL S A DE C V	65000.000	69,937.30	68,522.35
084664BQ3	BERKSHIRE HATHAWAY FIN CORP	55000.000	60,523.65	63,103.70
10138MAH8	BOTTLING GROUP LLC	55000.000	58,297.80	59,140.40
126650BH2	CVS CAREMARK CORP	15000.000	14,658.90	17,933.55
136385AK7	CANADIAN NAT RES LTD	30000.000	30,241.50	35,339.10
17275RAC6	CISCO SYS INC	50000.000	49,798.50	57,152.50
172967EZ0	CITIGROUP INC	70000.000	70,246.40	75,098.80
197199813	COLUMBIA ACORN INTERNATIONAL	3303.698	133,766.99	134,923.03
19765Y688	COLUMBIA SELECT LARGE CAP	174988.456	2,238,693.26	2,425,340.00
20030NAU5	COMCAST CORP	35000.000	40,091.45	42,936.60
202795HV5	COMMONWEALTH EDISON CO	25000.000	26,551.75	27,947.00
20825CAR5	CONOCOPHILLIPS	50000.000	49,810.50	61,496.00
209111EU3	CONSOLIDATED EDISON CO NEW	40000.000	40,783.20	57,182.80
24422EQF9	DEERE JOHN CAP CORP	65000.000	66,910.35	76,423.10
260543CD3	DOW CHEM CO	35000.000	35,072.80	36,359.05
263534BT5	DU PONT E I DE NEMOURS & CO	55000.000	55,402.05	67,877.15
26441CAD7	DUKE ENERGY CORP	25000.000	28,607.00	28,999.75
269858304	EAGLE SM CAP GROWTH FUND	6417.247	247,064.00	280,818.73
277905642	EATON VANCE LARGE-CAP VALUE	99140.127	1,818,000.00	1,938,189.48
3128MBE37	FEDERAL HOME LN MTG CORP	28529.878	27,910.24	30,641.37
3133XKQX6	FEDERAL HOME LN BKS	175000.000	176,483.25	206,227.00
3133XWKV0	FEDERAL HOME LN BKS	150000.000	154,884.45	153,894.00
3134A4VG6	FEDERAL HOME LN MTG CORP	150000.000	148,308.45	168,643.50
3138MJXK0	FEDERAL NATL MTG ASSN	49795.540	52,254.19	52,229.55
31407JDQ2	FEDERAL NATL MTG ASSN	23551.020	23,782.85	25,953.70
31410FV44	FEDERAL NATL MTG ASSN	31444.988	31,528.52	34,426.29
31412RFJ1	FEDERAL NATL MTG ASSN	33782.670	33,851.30	36,504.54
31412S3B9	FEDERAL NATL MTG ASSN	89037.536	84,738.71	99,905.46
31418AAH1	FEDERAL NATL MTG ASSN	38894.840	40,529.63	41,748.55
31418AD96	FEDERAL NATL MTG ASSN	122091.820	128,234.58	130,538.13
36828QAD8	GE COML MTG CORP 2003-C1	7118.050	6,900.90	7,115.56

## CALLIE D. MCGRATH FOUNDATION

95-6995594

## Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
36962G4J0	GENERAL ELEC CAP CORP	60000 000	59,830.80	71,022 60
38143YAC7	GOLDMAN SACHS GROUP INC	50000.000	49,588.00	54,842.00
411511306	HARBOR INTERNATIONAL FUND	4167.649	234,721 98	258,894 36
428236AT0	HEWLETT PACKARD CO	60000 000	61,086 60	63,073 20
459200BB6	INTERNATIONAL BUSINESS MACHS	50000.000	49,359 50	66,370 50
464287234	ISHARES MSCI EMERGING MKTS INDEX	15913 000	645,046.74	705,741.55
464287473	ISHARES RUSSELL MIDCAP VALUE	4380 000	208,269 00	220,051 20
464287630	ISHARES RUSSELL 2000 VALUE INDEX	2695 000	191,617 08	203,499 45
46625HHZ6	JPMORGAN CHASE & CO O	60000.000	60,466 20	68,410 20
50075NBA1	KRAFT FOODS INC	45000 000	45,210 15	54,326.70
501044CQ2	KROGER CO	25000.000	25,044.00	25,854 25
534187AX7	LINCOLN NATL CORP IND	30000 000	34,934 10	40,119 00
59156RAU2	METLIFE INC	50000 000	56,891.50	59,217.50
617446HR3	MORGAN STANLEY	55000 000	53,707.50	55,300.30
61745MVB6	MORGAN STANLEY SER 04-T13 CLASS	50000 000	51,705 08	51,430 50
693390841	PIMCO HIGH YIELD FD	55367.799	520,277.43	533,745 58
693476BF9	PNC FDG CORP	50000 000	49,805.50	63,791 50
694308GN1	PACIFIC GAS & ELEC CO	30000 000	35,472 90	40,845 90
722005220	PIMCO FOREIGN BOND FUND	11698 440	135,000 00	127,396 01
722005667	PIMCO COMMODITY REALRETURN	46892 331	450,000.00	311,365 08
73935S105	POWERSHARES DB COMMODITY	2606 000	71,914 13	72,394 68
742718DB2	PROCTER & GAMBLE CO	50000.000	50,153.50	66,207.50
74432QBJ3	PRUDENTIAL FINL INC	30000 000	30,007.50	32,884.50
74441C808	PRUDENTIAL JENNISON MID-CAP	11050 367	370,000 00	358,252.90
78387GAL7	SBC COMMUNICATIONS INC	50000 000	50,909 00	57,389 00
816851AN9	SEMPRA ENERGY	30000 000	30,334 50	35,170.50
87938WAF0	TELEFONICA EMISIONES S A U	30000 000	30,591 30	30,105 00
887317AK1	TIME WARNER INC	30000 000	30,025 80	34,476 30
89352HAF6	TRANSCANADA PIPELINES LTD	70000 000	79,634 80	88,155 90
912810EQ7	UNITED STATES TREAS BD	75000 000	99,609 68	107,531.25
912810FP8	UNITED STATES TREAS BD	140000.000	148,837.10	199,850 00
912810QA9	UNITED STATES TREAS BD	210000 000	221,827.14	237,398.70
912828ND8	UNITED STATES TREAS NT	80000 000	85,840.95	92,881.60
912828PX2	UNITED STATES TREAS NT	75000 000	78,999 02	88,037 25

CALLIE D. MCGRATH FOUNDATION  
95-6995594  
Balance Sheet  
12/31/2012



Cusip	Asset	Units	Basis	Market Value
912828SF8	UNITED STATES TREAS NTS	80000 000	82,488.08	82,731 20
912833KS8	UNITED STATES TREAS SEC STRIPPED	155000 000	144,576 78	147,307 35
913017BM0	UNITED TECHNOLOGIES CORP	30000 000	35,397.60	35,658.30
913017BP3	UNITED TECHNOLOGIES CORP	30000 000	33,158.40	39,941 10
922908553	VANGUARD REIT	10192 000	670,738 08	670,633.60
92343VAL8	VERIZON COMMUNICATIONS INC	65000 000	71,498.70	78,056.55
927804FC3	VIRGINIA ELEC & PWR CO	35000 000	37,412 55	42,761 25
92857WAD2	VODAFONE GROUP PLC	50000.000	49,535 00	54,696.50
929903AJ1	WACHOVIA CORP	75000 000	73,151.25	79,975 50
931142CB7	WAL-MART STORES	55000.000	48,628 25	66,814 00
983024AE0	WYETH	75000 000	74,514 75	79,066 50
		Totals	12,559,189 78	13,339,120 33