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

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 07/01, 2012, and ending 06/30, 2013

RECEIVED DATE OCT 0 10 2013

Name of foundation: **MCCABE CATHOLIC CHARITIES**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1802**

Room/suite: _____

City or town, state, and ZIP code: **PROVIDENCE, RI 02901-1802**

A Employer identification number
36-6774682

B Telephone number (see instructions)
888- 866-3275

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:

<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

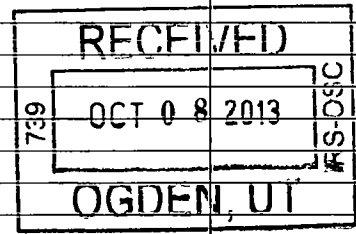
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,254,237.**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

SCANNED OCT 24 2013

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)
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	142,366.	140,869.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	194,353.			
b	Gross sales price for all assets on line 6a	1,817,891.			
7	Capital gain net income (from Part IV, line 2)		194,353.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	336,719.	335,222.		
13	Compensation of officers, directors, trustees, etc.	51,428.	30,857.		20,571.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	1,295.	NONE	NONE	1,295.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	1,179.	1,179.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 4	25.	10.		15.
24	Total operating and administrative expenses. Add lines 13 through 23	53,927.	32,046.	NONE	21,881.
25	Contributions, gifts, grants paid	344,988.			344,988.
26	Total expenses and disbursements Add lines 24 and 25	398,915.	32,046.	NONE	366,869.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-62,196.			
b	Net investment income (if negative, enter -0-)		303,176.		
c	Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year			End of year		
			(a) Book Value			(b) Book Value		(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE					
	2	Savings and temporary cash investments	581,231.		411,093.		411,093.	
	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 ▶	NONE					
	8	Inventories for sale or use						
	9	Prepaid expenses and deferred charges						
	10 a	Investments - U.S. and state government obligations (attach schedule)	NONE					
	b	Investments - corporate stock (attach schedule) . STMT 5	3,966,905.		4,070,917.		4,843,144.	
	c	Investments - corporate bonds (attach schedule)	NONE					
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE					
	12	Investments - mortgage loans	NONE					
	13	Investments - other (attach schedule)	NONE					
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE					
15	Other assets (describe ▶)	NONE						
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,548,136.		4,482,010.		5,254,237.		
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 (attach schedule)						
	22	Other liabilities (describe ▶)						
23	Total liabilities (add lines 17 through 22)			NONE				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted						
	25	Temporarily restricted						
	26	Permanently restricted						
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>							
	27	Capital stock, trust principal, or current funds	4,548,136.		4,482,010.			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds	NONE						
30	Total net assets or fund balances (see instructions)	4,548,136.		4,482,010.				
31	Total liabilities and net assets/fund balances (see instructions)	4,548,136.		4,482,010.				

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 4,548,136.
2	Enter amount from Part I, line 27a	2 -62,196.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3 446.
4	Add lines 1, 2, and 3	4 4,486,386.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5 4,376.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,482,010.

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 PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 1,817,891.		1,623,538.	194,353.			
b						
c						
d						
e						
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))			
a			194,353.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	194,353.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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	222,976.	5,054,642.	0.044113
2010	145,718.	4,995,071.	0.029172
2009	169,736.	4,640,262.	0.036579
2008	167,398.	4,333,317.	0.038630
2007			
2 Total of line 1, column (d)			0.148494
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			0.037124
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			5,234,256.
5 Multiply line 4 by line 3			194,317.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,032.
7 Add lines 5 and 6			197,349.
8 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			366,869.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 724.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, unrelated business income, and substantial contributors. Includes a handwritten 'IL' in row 8a.

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE	X		
14	The books are in care of ▶ U S TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888) 866-3275 Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 NONE			
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 ▶		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 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		X
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? <input type="checkbox"/>		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)		
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 100 WESTMINSTER STREET, PROVIDENCE, RI 02903	TRUSTEE 1	51,428	-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**

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

Total 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	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,727,919.
b	Average of monthly cash balances	1b	586,046.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,313,965.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,313,965.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,709.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,234,256.
6	Minimum investment return. Enter 5% of line 5	6	261,713.

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	261,713.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,032.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,032.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	258,681.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	258,681.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	258,681.

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	366,869.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	366,869.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,032.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	363,837.

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				258,681.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			229,365.	
b Total for prior years 20____, 20____, 20____		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>366,869.</u>				
a Applied to 2011, but not more than line 2a			229,365.	
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				137,504.
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				121,177.
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2012, Prior 3 years (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a, 3b, 3c, 3d, 3e.

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).

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 [X] 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
a <i>Paid during the year</i> SEE STATEMENT 12				344,988.
Total ▶ 3a				344,988.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,610.	1,610.
FOREIGN DIVIDENDS	9,879.	9,879.
NONDIVIDEND DISTRIBUTIONS	1,497.	
DOMESTIC DIVIDENDS	57,245.	57,245.
OTHER INTEREST	19,544.	19,544.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	11,291.	11,291.
ACCRUED MARKET DISCOUNT INTEREST	695.	695.
NONQUALIFIED FOREIGN DIVIDENDS	2,401.	2,401.
NONQUALIFIED DOMESTIC DIVIDENDS	38,204.	38,204.
TOTAL	142,366.	140,869.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,295.			1,295.
TOTALS	1,295.	NONE	NONE	1,295.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	475.	475.
FOREIGN TAXES ON QUALIFIED FOR	445.	445.
FOREIGN TAXES ON NONQUALIFIED	259.	259.
TOTALS	1,179.	1,179.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	15.		15.
OTHER INVESTMENT FEE	10.	10.	
TOTALS	25.	10.	15.

MCCABE CATHOLIC CHARITIES

36-6774682

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	4,070,917.	4,843,144.
TOTALS	4,070,917.	4,843,144.

SEE ATTACHED STATEMENT

TOTALS

4,070,917.

4,843,144.

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

DESCRIPTION

AMOUNT

REFUND OF FOREIGN TAX WITHHELD
RECEIPT ADJ - DIGITAL REALTY

342.
104.

TOTAL

446.
=====

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

=====

DESCRIPTION -----	AMOUNT -----
TAX COST ADJ	142.
TYE SALES ADJ	3,930.
ROC ADJ	290.
ROUNDING	14.

TOTAL	4,376.
	=====

RECIPIENT NAME:
ST. GABRIEL'S MONASTERY
ADDRESS:
526 MONASTERY PL
UNION CITY, NJ 07087-3306
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
DOMINICAN FATHERS PRIORY
ADDRESS:
5 HILLHOUSE AVE
NEW HAVEN, CT 06511-6815
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
FRANCISCAN FRIARS OF
ATONEMENT
ADDRESS:
GRAYMOOR
GARRISON, NY 10524
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 49,284.

RECIPIENT NAME:
ST ANTHONY'S GUILD
ADDRESS:
129 WEST 31ST ST.
NEW YORK, NY 10001-3403
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
PASSIONIST MISSIONARIES
ADDRESS:
526 MONASTERY PL
UNION CITY, NJ 07087-3306
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
GLENMARY HOME
MISSIONERS
ADDRESS:
P.O. BOX 465618
CINCINNATI, OH 45246-5618
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
SOCIETY FOR THE
PROPAGATION OF FAITH
ADDRESS:
640 N LASALLE ST. STE390
CHICAGO, IL 60610-7027
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
PRIESTS OF THE SACRED HEART
SACRED HEART MONASTERY
ADDRESS:
P.O. BOX 900
HALES CORNERS, WI 53130-0900
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
IMMACULATE HEART MISSIONS
ADDRESS:
4651 25TH ST. N
ARLINGTON, VA 22207-3518
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
THE MISSIONARY SERVANTS
OF THE MOST HOLY TRINITY
ADDRESS:
9001 NEW HAMPSHIRE AVE.
SILVER SPRINGS, MD 20903-3626
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
JOSEPHITE FATHERS
ADDRESS:
1130 NORTH CALVERT ST.
BALTIMORE, MD 21202-3802
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

RECIPIENT NAME:
DIOCESE OF MOBILE
ADDRESS:
400 GOVERNMENT ST.
MOBILE, AL 36602-2332
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
P.C.
AMOUNT OF GRANT PAID 24,642.

=====

RECIPIENT NAME:

SACRED HEART MONASTERY

ADDRESS:

6889 SOUTH LOVERS LANE RD
FRANKLIN, WI 53132-1437

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

P.C.

AMOUNT OF GRANT PAID 24,642.

TOTAL GRANTS PAID:

344,988.

=====

FEDERAL FOOTNOTES

=====

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.

MCCABE CATHOLIC CHARITIES

36-6774682

Balance Sheet

6/30/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	411092 980	411,092.98	411,092.98
00206R102	AT&T INC	994.000	27,616 83	35,187.60
002824100	ABBOTT LABS	449.000	12,008 38	15,661.12
00287Y109	ABBVIE INC	738 000	23,904.53	30,508 92
02209S103	ALTRIA GROUP INC	443 000	7,264.76	15,500.57
023135106	AMAZON COM INC	42.000	10,898 43	11,662.98
025537101	AMERICAN ELEC PWR INC	213.000	6,593.75	9,538.14
025816109	AMERICAN EXPRESS CO	484 000	23,092.56	36,183 84
026874784	AMERICAN INTL GROUP INC	752.000	31,004.11	33,614.40
031162100	AMGEN INC	291.000	20,478 07	28,710.06
03524A108	ANHEUSER BUSCH INBEV SA/NV	326.000	32,249 64	29,424.76
053015103	AUTOMATIC DATA PROCESSING INC	259.000	9,400 82	17,834.74
053332102	AUTOZONE INC	56 000	20,318.65	23,726.64
09062X103	BIOGEN IDEC INC	250.000	29,565.69	53,800.00
09247X101	BLACKROCK INC	61 000	9,568 64	15,667.85
097023105	BOEING CO	254.000	18,036.31	26,019 76
110122108	BRISTOL MYERS SQUIBB CO	1294.000	40,397.48	57,828.86
124857202	CBS CORP	533.000	19,040 49	26,047.71
12572Q105	CME GROUP INC	207.000	10,356 12	15,721.65
125896100	CMS ENERGY CORP	271.000	5,835 12	7,363.07
126408103	CSX CORP	465 000	11,227 71	10,783.35
13645T100	CANADIAN PAC RY LTD	170 000	22,936.40	20,634.60
166764100	CHEVRON CORP	280.000	21,453 51	33,135.20
169656105	CHIPOTLE MEXICAN GRILL INC	24 000	5,905 13	8,744.40
171232101	CHUBB CORP	204 000	13,731 74	17,268.60
17275R102	CISCO SYS INC	944.000	21,051 48	22,972.24
172967424	CITIGROUP INC	747.000	30,484.61	35,833.59
19763T889	COLUMBIA INCOME OPPORTUNITIES	21381 475	221,712.00	210,179 90
19765H677	COLUMBIA MULTI-ADVISOR INTL	25861 993	340,511.55	310,861.16
19765J608	COLUMBIA MID CAP INDEX FUND	21380 441	158,429.07	285,856 50
19765J814	COLUMBIA SMALL CAP INDEX FUND	5937.659	83,209.09	119,881.34
19765N468	COLUMBIA INTERMEDIATE BOND	29575.757	272,859.51	269,435 15
19765N617	COLUMBIA U S TREAS INDEX FUND	23689.605	270,000.00	264,849.78
20030N101	COMCAST CORP	281 000	10,555.88	11,731.75

MCCABE CATHOLIC CHARITIES

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Balance Sheet

6/30/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
254687106	DISNEY WALT CO	254.000	16,591.67	16,040.10
25746U109	DOMINION RES INC VA NEW	118.000	5,981.92	6,704.76
260003108	DOVER CORP	178.000	5,996.02	13,823.48
263534109	DU PONT E I DE NEMOURS & CO	347.000	16,457.62	18,217.50
26441C204	DUKE ENERGY CORP	100.000	6,497.27	6,750.00
278642103	EBAY INC	607.000	31,282.37	31,394.04
291011104	EMERSON ELEC CO	176.000	8,575.90	9,599.04
30231G102	EXXON MOBIL CORP	467.000	32,347.10	42,193.45
31359MUT8	FEDERAL NATL MTG ASSN	75000.000	75,513.38	77,309.25
3137EABP3	FEDERAL HOME LN MTG CORP	100000.000	99,803.70	115,334.00
316773100	FIFTH THIRD BANCORP	548.000	9,792.87	9,891.40
339041105	FLEETCOR TECHNOLOGIES INC	68.000	5,627.14	5,528.40
375558103	GILEAD SCIENCES INC	1078.000	36,935.06	55,269.06
38259P508	GOOGLE INC	46.000	34,054.07	40,497.02
384802104	GRAINGER W W INC	47.000	8,867.64	11,852.46
393122106	GREEN MOUNTAIN COFFEE	91.000	7,060.08	6,844.84
437076102	HOME DEPOT INC	984.000	27,445.96	76,230.48
438516106	HONEYWELL INTL INC	294.000	13,515.61	23,325.96
458140100	INTEL CORP	961.000	17,946.63	23,285.03
459200101	INTERNATIONAL BUSINESS MACHS	205.000	17,835.82	39,177.55
464287226	ISHARES CORE TOT U S BD MKT ETF	1060.000	110,856.52	113,642.60
464288638	ISHARES	1415.000	150,152.43	152,420.97
464288646	ISHARES	1230.000	128,352.44	129,186.90
46625H100	J P MORGAN CHASE & CO	575.000	25,114.26	30,354.25
478160104	JOHNSON & JOHNSON	458.000	30,308.70	39,323.88
482480100	KLA-TENCOR CORP	236.000	13,341.46	13,152.28
494368103	KIMBERLY CLARK CORP	217.000	15,422.52	21,079.38
49456B101	KINDER MORGAN INC DEL	831.000	27,284.90	31,702.65
518439104	LAUDER ESTEE COS INC	39.000	2,702.90	2,565.03
550021109	LULULEMON ATHLETICA INC	337.000	21,156.02	22,073.50
55616P104	MACYS INC	151.000	6,076.39	7,248.00
571748102	MARSH & MCLENNAN COS INC	373.000	12,822.03	14,890.16
580135101	MCDONALDS CORP	253.000	17,366.27	25,047.00
58933Y105	MERCK & CO INC	643.000	23,546.07	29,867.35

MCCABE CATHOLIC CHARITIES
 36-6774682
 Balance Sheet
 6/30/2013



Cusip	Asset	Units	Basis	Market Value
59156R108	METLIFE INC	156.000	6,938.91	7,138.56
594918104	MICROSOFT CORP	1139 000	31,747.63	39,346.76
594918AC8	MICROSOFT CORP	50000.000	48,601.50	55,389.00
609207105	MONDELEZ INTL INC	373 000	11,587 83	10,641.69
61166W101	MONSANTO CO	354.000	21,840.73	34,975 20
615369105	MOODYS CORP	253.000	16,213.16	15,415.29
65339F101	NEXTERA ENERGY INC	135.000	7,085 62	10,999 80
654106103	NIKE INC	342.000	8,980.54	21,778.56
655664100	NORDSTROM INC	145.000	3,164.08	8,691.30
674599105	OCCIDENTAL PETE CORP DEL	182.000	7,408.92	16,239 86
693390700	PIMCO TOTAL RETURN FUND	15813.366	175,000.00	170,151.82
693475105	PNC FINL SVCS GROUP INC	261.000	16,202.84	19,032.12
701094104	PARKER HANNIFIN CORP	97.000	4,109.33	9,253.80
717081103	PFIZER INC	1389.000	21,649.04	38,905.89
718172109	PHILIP MORRIS INTL INC	455 000	14,278.21	39,412 10
718546104	PHILLIPS 66	107 000	6,892 08	6,303.37
722005667	PIMCO COMMODITY REALRETURN	8609 337	60,000.00	47,609.63
740189105	PRECISION CASTPARTS CORP	148.000	21,415.79	33,449 48
74144T108	PRICE T ROWE GROUP INC	162 000	4,308.03	11,858.40
741503403	PRICELINE COM INC	28.000	11,177 02	23,146.76
742718109	PROCTER & GAMBLE CO	343.000	22,949 05	26,407 57
74460D109	PUBLIC STORAGE INC	60.000	7,801.44	9,199.80
749685103	RPM INTL INC	366.000	8,147.91	11,690.04
755111507	RAYTHEON CO	276.000	12,497.49	18,249.12
771195104	ROCHE HLDG LTD	351.000	21,300 90	21,794 99
780259206	ROYAL DUTCH SHELL PLC	448.000	29,990 38	28,582 40
806857108	SCHLUMBERGER LTD	268.000	18,515 41	19,204.88
816851109	SEMPRA ENERGY	136 000	7,617.48	11,119.36
824348106	SHERWIN WILLIAMS CO	232 000	28,624.94	40,971.20
828806109	SIMON PPTY GROUP INC NEW	65.000	10,233 52	10,264 80
855244109	STARBUCKS CORP	365.000	14,070 76	23,911.15
85590A401	STARWOOD HOTELS & RESORTS	303 000	10,966.28	19,146.57
872540109	TJX COS INC NEW	673.000	16,891.27	33,690.38
87612EAP1	TARGET CORP	50000.000	50,770 00	56,676 00

MCCABE CATHOLIC CHARITIES
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Balance Sheet
6/30/2013



<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
882508104	TEXAS INSTRS INC	565.000	18,976.28	19,690.25
887317303	TIME WARNER INC	405 000	13,790.71	23,417.10
902973304	US BANCORP DEL	651.000	17,655 14	23,533.65
907818108	UNION PAC CORP	210.000	20,180.59	32,398.80
911312106	UNITED PARCEL SVC INC	208.000	17,926.24	17,987.84
911363109	UNITED RENTALS INC	209.000	10,236.42	10,431 19
912810EQ7	UNITED STATES TREAS BD	14000.000	16,626.09	18,786.32
912810FP8	UNITED STATES TREAS BD	3000.000	3,337 97	3,907.98
912828CA6	UNITED STATES TREAS NT	2000.000	1,963.59	2,047.96
912828CT5	UNITED STATES TREAS NT	10000.000	9,971.09	10,451.60
913017109	UNITED TECHNOLOGIES CORP	81 000	3,954.82	7,528.14
918204108	V F CORP	38.000	6,422.23	7,336 28
922042858	VANGUARD FTSE EMERGING MKTS	305 000	12,620.90	11,832 48
92343V104	VERIZON COMMUNICATIONS INC	999.000	34,658.54	50,289.66
92826C839	VISA INC	189 000	19,118.51	34,539.75
931142103	WAL-MART STORES INC	163.000	9,465.36	12,141.87
94106L109	WASTE MGMT INC DEL	217.000	6,701.37	8,751.61
949746101	WELLS FARGO & CO	1390.000	40,035.43	57,365.30
95709T100	WESTAR ENERGY INC	296.000	8,659 39	9,460.16
976657106	WISCONSIN ENERGY CORP	170.000	5,810 82	6,968.30
983134107	WYNN RESORTS LTD	181.000	18,578.31	23,162.57
984332106	YAHOO INC	312.000	7,788 61	7,840.56
G1151C101	ACCENTURE PLC	570.000	33,903 74	41,017.20
G5480U104	LIBERTY GLOBAL PLC	200.000	11,947 98	14,698.00
H0023R105	ACE LTD	134.000	10,393.82	11,990.32
H6169Q108	PENTAIR LTD	417.000	19,713 36	24,056.73
N07059210	ASML HOLDINGS NV	204.000	16,833 52	16,138.44
N53745100	LYONDELLBASELL INDUSTRIES NV	162.000	10,339 00	10,734.12
		Totals:	4,482,009.70	5,254,236 79