Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE MCCADDIN-MCQUIRK FOUNDATION, INC.
C/O O'CONNOR DAVIES, LLP

A Employer identification number
13-6134444

Number and street (or P O box number if mail is not delivered to street address) Room/suite
665 FIFTH AVENUE

B Telephone number
212-286-2600

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10022-5342

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 5,242,627.
J Accounting method ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

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

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

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22.	22.		STATEMENT 1
	4 Dividends and interest from securities	142,580.	143,407.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	202,783.			
	b Gross sales price for all assets on line 6a 972,864.				
	7 Capital gain net income (from Part IV, line 2)		202,720.		
	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)				
	11 Other income	37,501.	11,747.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	382,886.	357,896.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	6,000.	0.		6,000.
	17 Interest				
	18 Taxes STMT 5	7,568.	7,568.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,850.	1,425.		1,425.
	22 Printing and publications				
	23 Other expenses STMT 6	2,035.	1,411.		1,767.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,453.	10,404.		9,192.
	25 Contributions, gifts, grants paid	144,300.			144,300.
	26 **Total expenses and disbursements** Add lines 24 and 25	162,753.	10,404.		153,492.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	220,133.			
	b **Net investment income** (if negative, enter -0-)		347,492.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED AUG 1 2 2014 OGDEN, UT 345 IRS-OSC

SCANNED AUG 1 8 2014

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	138,107.	47,935.	47,935.
	2 Savings and temporary cash investments	306,834.	567,155.	567,155.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	25,139.	24,371.	25,922.
	b Investments - corporate stock STMT 8	2,073,678.	1,979,929.	3,426,530.
	c Investments - corporate bonds STMT 9	698,886.	486,315.	508,000.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	139,736.	496,808.	667,085.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	3,382,380.	3,602,513.	5,242,627.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	3,382,380.	3,602,513.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	3,382,380.	3,602,513.	
	31 **Total liabilities and net assets/fund balances**	3,382,380.	3,602,513.	

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	3,382,380.
2	Enter amount from Part I, line 27a	2	220,133.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,602,513.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,602,513.

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	SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	NET SECTION 1231 LOSS THRU K-1'S		VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	972,806.		770,081.	202,725.
b				<63.>
c	58.			58.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				202,725.
b				<63.>
c				58.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 202,720.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 } 3 N/A

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))
2012	156,324.	4,361,913.	.035838
2011	103,049.	4,259,422.	.024193
2010	474,254.	3,988,369.	.118909
2009	523,860.	3,685,582.	.142138
2008	529,443.	5,055,984.	.104716

2	Total of line 1, column (d)	2	.425794
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.085159
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,889,821.
5	Multiply line 4 by line 3	5	416,412.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,475.
7	Add lines 5 and 6	7	419,887.
8	Enter qualifying distributions from Part XII, line 4	8	153,492.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	6,950.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	6,950.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,950.
6 Credits/Payments				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,708.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	4,708.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,242.
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 2014 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ O'CONNOR DAVIES, LLP Telephone no ▶212-286-2600
Located at ▶665 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶10022-5342

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, 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		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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)* N/A	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 2013?	4b		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)?	☒ 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	X
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☒ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,557,068.
b	Average of monthly cash balances	1b	407,217.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,964,285.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,964,285.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,464.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,889,821.
6	**Minimum investment return** Enter 5% of line 5	6	244,491.

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	244,491.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 6,950.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,950.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	237,541.
4	Recoveries of amounts treated as qualifying distributions	4	15,000.
5	Add lines 3 and 4	5	252,541.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	252,541.

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	153,492.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	153,492.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	153,492.

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

323571
10-10-13

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				252,541.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 284,200.				
b From 2009 339,747.				
c From 2010 278,272.				
d From 2011				
e From 2012				
f Total of lines 3a through e	902,219.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 153,492.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				153,492.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	99,049.			99,049.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	803,170.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	185,151.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	618,019.			
10 Analysis of line 9				
a Excess from 2009 339,747.				
b Excess from 2010 278,272.				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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 address of the person to whom applications should be addressed

JULIEN N. VACHON, 212-935-8619
P.O. BOX 5001, NEW YORK, NY 10185

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

NO SPECIFIC FORMAT REQUIRED. SEE STATEMENT ATTACHED FOR REQUIREMENTS.

c Any submission deadlines

DECEMBER 1 OF ANY CALENDAR YEAR.

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

SEE ATTACHMENT C

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT B	N/A	PC	GENERAL	144,300.
Total			▶ 3a	144,300.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	22.	
4 Dividends and interest from securities			14	142,580.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	8,071.	
8 Gain or (loss) from sales of assets other than inventory			18	202,783.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER PARTNERSHIP INCOME					
b THRU K-1'S			01	14,430.	
c GRANT REFUNDS			01	15,000.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		382,886.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 382,886.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 8/4/14 | Title Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY	22.	22.	
TOTAL TO PART I, LINE 3	22.	22.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIRST MANHATTAN BANK	29,205.	58.	29,147.	29,147.	
MORGAN STANLEY SMITH BARNEY	113,433.	0.	113,433.	114,260.	
TO PART I, LINE 4	142,638.	58.	142,580.	143,407.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	8,071.	8,071.	
OTHER PARTNERSHIP INCOME THRU K-1'S	0.	3,676.	
OTHER PARTNERSHIP INCOME THRU K-1'S	14,430.	0.	
GRANT REFUNDS	15,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	37,501.	11,747.	

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16C	6,000.	0.		6,000.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	7,568.	7,568.		0.
TO FORM 990-PF, PG 1, LN 18	7,568.	7,568.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PO BOX RENTAL	168.	0.		168.
INSURANCE	624.	0.		624.
NYS FILING FEES	250.	0.		250.
ASF MEMBERSHIP FEES	725.	0.		725.
BANK FEES	268.	268.		0.
OTHER EXPENSES THUR K-1'S	0.	1,143.		0.
TO FORM 990-PF, PG 1, LN 23	2,035.	1,411.		1,767.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A PAGE 4 OF 7	X		24,371.	25,922.
TOTAL U.S. GOVERNMENT OBLIGATIONS			24,371.	25,922.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			24,371.	25,922.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A PAGE 3 OF 7	1,979,929.	3,426,530.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,979,929.	3,426,530.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A PAGE 6 OF 7	486,315.	508,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	486,315.	508,000.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS (SEE ATTACHMENT A PAGE 7 OF 7)	COST	141,284.	136,828.
PARTNERHIPS (SEE ATTACHMENT A PAGE 3 OF 7)	COST	196,581.	351,640.
EXCHANGE-TRADED & CLOSED-END FUNDS (SEE ATTACHMENT A PAGE 3 OF 7)	COST	158,943.	178,617.
TOTAL TO FORM 990-PF, PART II, LINE 13		496,808.	667,085.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JULIEN N. VACHON C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	PRESIDENT 2.00	0.	0.	0.
JOHN CULLINANE C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	VICE PRESIDENT/SECRETARY 2.00	0.	0.	0.
THOMAS F. BLANEY C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TREASURER 2.00	0.	0.	0.
JOHN J. EAGER C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
FRANK J. HARDART, III C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
JOHN CAFFREY C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
REV. MSGR. THOMAS A. MODUGNO C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
CARROL A. MUCCIA, JR. C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
MARTIN W. RONAN, JR., ESQ. C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.

TOM GALVIN C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
CHARLES E. F. MILLARD C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
DAVID C. MUCCIA C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVENUE NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
AMERICAN WATER WORKS CO (AWK)	6/5/08	2,500.000	$21.803	$54,507.75	$105,650.00	$51,142.25 LT
Share Price: $42.260, Next Dividend Payable 03/2014						
ANHEUSER BUSCH INBEV SA SPON (BUD)	9/12/13	500 000	96.349	48,174.70	53,230.00	5,055.30 ST
Share Price: $106.460						
BROOKFIELD ASSET MGNT CL A LTD (BAM)	11/21/02	11,000.000	5.822	64,044.42	427,130.00	363,085.58 LT
Share Price: $38.830; Next Dividend Payable 02/2014						
(A) BROOKFIELD PPTY PARTNERS LP (BPY)	4/16/13	746 000	21 827	16,283.02	14,875.24	(1,407.78) ST
	6/21/13	1,254.000	20.269	25,417.70	25,004.76	(412 94) ST
	Total	2,000 000		41,700 72	39,880.00	(1,820.72) ST
Share Price· $19.940; Next Dividend Payable 03/2014						
CHUBB CORP (CB)	9/28/06	1,500 000	52 400	78,600.00	144,945.00	66,345.00 LT
	6/4/09	1,000.000	41.190	41,190.00	96,630.00	55,440.00 LT
	Total	2,500.000		119,790.00	241,575.00	121,785.00 LT
Share Price. $96.630; Rating: Morgan Stanley: 2, S&P· 2; Next Dividend Payable 01/07/14						
CORNING INC (GLW)	3/14/13	5,000.000	12.779	63,896.00	89,100.00	25,204.00 ST
Share Price. $17.820; Rating: S&P. 1; Next Dividend Payable 03/2014						
CROWN CASTLE INTL (CCI)	12/10/09	2,000.000	35.959	71,917.00	146,860.00	74,943.00 LT
Share Price: $73.430; Rating: Morgan Stanley: 1, S&P: 1						
FLEETCOR TECHNOLOGIES (FLT)	3/14/13	500.000	70.707	35,353.60	58,585.00	23,231.40 ST
Share Price: $117.170; Rating: Morgan Stanley. 2						
GENERAL ELECTRIC CO (GE)	3/30/12	4,000 000	20.185	80,739.53	112,120.00	31,380.47 LT
Share Price: $28.030, Rating: Morgan Stanley. 2, S&P. 1; Next Dividend Payable 01/27/14						
ILLUMINA INC (ILMN)	9/20/12	1,000.000	47.820	47,820.00	110,590.00	62,770 00 LT
Share Price. $110.590, Rating. Morgan Stanley: 2, S&P. 2						
JAZZ PHARMACEUTICALS PLC (JAZZ)	9/12/13	500 000	86.273	43,136.55	63,280.00	20,143.45 ST
Share Price: $126.560						
JOHNSON & JOHNSON (JNJ)	9/25/08	1,300 000	69.630	90,519.00	119,067.00	28,548.00 LT
	12/4/08	700.000	57.506	40,254.20	64,113.00	23,858.80 LT
	Total	2,000.000		130,773.20	183,180.00	52,406 80 LT
Share Price. $91.590; Rating· Morgan Stanley: 2, S&P: 1; Next Dividend Payable 03/2014						

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
KIMBERLY CLARK CORP (KMB)	3/11/10	1,500.000	59.470	89,204.25	156,690.00	67,485.75 LT
Share Price. $104 460, Rating S&P: 2; Next Dividend Payable 01/03/14						
LIBERTY GLOBAL PLC CL A NEW (LBTYA)	12/12/13	600.000	84.187	50,512.36	53,400.00	2,887.64 ST
Share Price: $89.000; Rating. Morgan Stanley. 1						
LYONDELLBASELL NV CL-A (LYB)	3/14/13	1,500 000	65.081	97,621.65	120,420.00	22,798.35 ST
Share Price. $80.280; Rating. Morgan Stanley: 1, S&P: 2; Next Dividend Payable 03/2014						
NATL FUEL GAS CO (NFG)	9/21/05	2,000 000	34.300	68,600.00	142,800.00	74,200.00 LT
Share Price. $71.400; Rating: Morgan Stanley: 2, S&P: 2; Next Dividend Payable 01/15/14						
NISOURCE INC (NI)	3/30/12	3,000 000	24.408	73,222.50	98,640.00	25,417.50 LT
Share Price. $32.880, Rating: Morgan Stanley 2, S&P 2, Next Dividend Payable 02/2014						
NOVARTIS AG ADR (NVS)	9/20/12	1,500 000	60 410	90,615.00	120,570.00	29,955 00 LT
Share Price. $80.380; Rating: S&P. 2; Next Dividend Payable 04/2014						
OCCIDENTAL PETROLEUM CORP DE (OXY)	12/12/13	600.000	91 984	55,190.38	57,060.00	1,869.62 ST
Share Price. $95.100; Rating: Morgan Stanley: 2, S&P 1; Next Dividend Payable 01/15/14						
(A) PLAINS ALL AMERICAN PIPLIN L P (PAA)	12/14/06	4,000.000	26.055	104,220.00	207,080.00	102,860.00 LT
Share Price. $51 770; Rating: Morgan Stanley: 2, S&P: 1, Next Dividend Payable 02/2014						
QUALCOMM INC (QCOM)	3/11/10	1,500.000	39.277	58,915.50	111,375.00	52,459.50 LT
Share Price: $74.250; Rating. Morgan Stanley: 1, S&P: 1; Next Dividend Payable 03/2014						
RECKITT BENCKISER GROUP PLC (RBGPF)	2/17/00	2,800.000	9.539	26,709.48	222,275.20	195,565.72 LT
Share Price: $79 384; Rating: Morgan Stanley. 2						
SAN JUAN BASIN RTY TR UBI (SJT)	2/14/01	5,000.000	13.591	67,955.67	83,700.00	15,744.33 LT
Share Price: $16.740; Next Dividend Payable 01/15/14						
SPECTRA ENERGY CORP COM (SE)	5/18/07	2,500.000	26.690	66,725.00	89,050.00	22,325.00 LT
	10/9/07	1,500.000	24.800	37,200.00	53,430.00	16,230.00 LT
	6/21/13	2,000.000	34.048	68,095 20	71,240.00	3,144.80 ST
	Total	6,000.000		172,020 20	213,720.00	38,555.00 LT 3,144.80 ST
Share Price: $35.620; Rating: Morgan Stanley. 1, S&P: 1; Next Dividend Payable 03/2014						
SYMANTEC CORP (SYMC)	12/12/13	3,000.000	22.236	66,707.10	70,740.00	4,032 90 ST
Share Price: $23.580; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 03/2014						
TARGET CORPORATION (TGT)	3/14/13	2,000.000	67.466	134,932.80	126,540.00	(8,392.80) ST
Share Price. $63.270; Rating: S&P: 2; Next Dividend Payable 03/2014						
(A) TESORO LOGISTICS LP (TLLP)	6/2/11	2,000.000	25.330	50,660 00	104,680.00	54,020 00 LT
Share Price $52 340; Next Dividend Payable 02/2014						

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
VERIZON COMMUNICATIONS (VZ)	12/10/09	2,000.000	31.479	62,957.82	98,280.00	35,322.18 LT
Share Price. $49.140, Rating: S&P: 2; Next Dividend Payable 02/2014						
VIVUS INCORPORATED (VVUS)	12/14/12	2,000.000	11 661	23,322 40	18,160.00	(5,162.40) LT
	12/12/13	2,000 000	9 822	19,643.80	18,160.00	(1,483 80) ST
	Total	4,000 000		42,966.20	**36,320.00**	(5,162.40) LT (1,483.80) ST
Share Price· $9.080						
W P CAREY INC COM (WPC)	8/19/04	2,000.000	30.823	61,645 61	**122,700.00**	61,054.39 LT R
Share Price. $61 350, Next Dividend Payable 01/15/14						

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)
STOCKS	**88.5%**	$2,176,509 99	$3,778,170.20	$1,504,990.07 LT $96,670.14 ST
Less Partnerships (sum of A)		(196,580.72)	(351,640.00)	
Total Common Stock		$1,979,929.27	$3,426,530.02	

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
BLACKROCK CREDIT ALL INC TR IV (BTZ)	12/23/11	8,000.000	$12.440	$99,519 20	$104,480.00	$4,960.80 LT
	Purchases	8,000.000		99,519.20	**104,480.00**	4,960.80 LT
Long Term Reinvestments		596.671		8,097 91	7,792.52	(305.39) LT
Short Term Reinvestments		634.373		8,414 84	8,284.91	(129.93) ST
	Total	9,231.044		116,031 95	**120,557.43**	4,655.41 LT (129.93) ST
Share Price. $13 060, Next Dividend Payable 01/08/14						
SPDR GOLD TR GOLD SHS (GLD)	6/5/08	200.000	85.871	17,174.10	23,224.00	6,049.90 LT
	9/25/08	300.000	85.791	25,737.21	34,836.00	9,098.79 LT
	Total	500.000		42,911.31	**58,060.00**	15,148 69 LT
Share Price. $116.120						

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)
EXCHANGE-TRADED & CLOSED-END FUNDS	**4.2%**	**$158,943.26**	**$178,617.43**	**$19,804.10 LT** **(129.93) ST**

GOVERNMENT SECURITIES

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)
GOVERNMENT NATIONAL MTG ASSN POOL	9/30/02	100,000.000	$105.000	$105,000.00		
590252			$105 000	$18,999.23	**$20,209.92**	$1,210 69 LT
CUSIP 36201QWM1						
Unit Price: $111.691; Coupon Rate 6.500%; Matures 05/15/2030; Interest Paid Monthly Sep 01; Factor .18094501; Issued 09/01/02; Current Face 18,094.501						
GOVERNMENT NATIONAL MTG ASSN POOL	11/30/01	100,000.000	103.750	103,750.00		
555499			103 750	1,617 95	**1,701.33**	83.38 LT
CUSIP 36213JDC6						
Unit Price· $109.097; Coupon Rate 7.000%; Matures 09/15/2031; Interest Paid Monthly Sep 01; Factor .01559471, Issued 09/01/01; Current Face 1,559.471						
GOVERNMENT NATIONAL MTG ASSN POOL	9/30/02	100,000.000	104 125	104,125.00		
575220			104 125	3,754.29	**4,011.04**	256.75 LT
CUSIP 36200XAV1						
Unit Price: $111.246; Coupon Rate 6.000%; Matures 02/15/2032, Interest Paid Monthly Feb 01; Factor .03605560; Issued 02/01/02, Current Face 3,605.560						

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)
GOVERNMENT SECURITIES	300,000.000	$312,875.00		
		$24,371.47	**$25,922.29**	**$1,550.82 LT**

Description	Quantity	Market Price	Market Value	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 55.00% of Portfolio *(In CUSIP Sequence)*						
Corporate Bonds						
INMET MINING CORP SR NT REG S	150,000.000	108.5000	162,750.00	1,057.29	13,125.00	8.06%
ISIN#USC4694QAA07 8.750% 06/01/20 B/E						
DTD 05/18/12 CALLABLE 06/01/16						
@ 104.375 CALLABLE 06/01/18						
@ 100.000 FOREIGN SECURITY						
1ST CPN DTE 12/01/12 CPN PMT SEMI ANNUAL						
ON JUN 01 AND DEC 01						
Moody Rating B1 S & P Rating B+						
Security Identifier: C4694QAA0						

Description	Quantity	Market Price	Market Value	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*						
Corporate Bonds *(continued)*						
CCO HLDGS LLC / CCO HLDGS CAP CORP SR	100,000.000	108.2500	108,250.00	614.58	7,375.00	6.81%
FIXED NT 7.375% 06/01/20 B/E						
DTD 12/14/11 CALLABLE 12/01/15						
@ 103.688 CALLABLE 12/01/17						
@ 100 000 1ST CPN DTE 06/01/12						
CPN PMT SEMI ANNUAL ON JUN 01 AND DEC 01						
Moody Rating B1 S & P Rating BB-						
Security Identifier 1248EPAW3						
JEFFERIES GROUP INC NEW FIXED RT SENIOR	100,000.000	122.0000	122,000.00	3,919.44	8,500.00	6.96%
NOTES 8.500% 07/15/19 B/E						
DTD 06/30/09 CALLABLE						
1ST CPN DTE 01/15/10 CPN PMT SEMI ANNUAL						
ON JAN 15 AND JUL 15						
Moody Rating BAA3 S & P Rating BBB						
Security Identifier 472319AF9						
LIMITED BRANDS INC SR NT	100,000.000	115.0000	115,000.00	3,181.67	6,900.00	6.00%
6.900% 07/15/17 B/E DTD 07/17/07						
1ST CPN DTE 01/15/08 CPN PMT SEMI ANNUAL						
ON JAN 15 AND JUL 15						
Moody Rating BA2 S & P Rating BB-						
Security Identifier 532716AM9						
Total Corporate Bonds:	450,000.000		$508,000.00	$8,772.98	$35,900.00	
Total Fixed Income:	450,000.000		$508,000.00	$8,772.98	$35,900.00	

Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Mutual Funds 15.00% of Portfolio					
DOUBLELINE TOTAL RETURN BOND FUND	8,896.797	10.7800	95,907.47	4,937.33	5.14%
CLASS I					
Security Identifier DBLTX					
CUSIP 258620103					
Open End Fund					
Dividend Option Cash; Capital Gains Option: Cash					

Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*					
PIMCO MORTGAGE OPPORTUNITIES FUND	3,740.441	10.9400	40,920.43	1,595.02	3.89%
INSTITUTIONAL CLASS					
Security Identifier: PMZIX					
CUSIP 72201U638					
Open End Fund					
Dividend Option: Reinvest; Capital Gains Option:					
Reinvest					
Total Mutual Funds			$136,827.90	$6,532.35	

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
USA	Gregorian University Foundation c/o Rev Robert F O'Toole, S J , S S D , President 106 West 56th Street New York, NY 10019	1122	2	$	3,000 00
USA	Divine Word College c/o Very Rev Mark Weber, SVD, Provincial PO Box 380 Epworth, IA 52045-0380	1123	3	$	4,500 00
USA	Pontifical University of Sant' Anselmo c/o Rev Cajetan Paul Homick, O S B , President St Benedict Education Foundation 300 Fraser Purchase Road Latrobe, PA 15650-2690	1124	4	$	6,000 00
USA	Aquinas Institute of Theology Fr Charles Bouchard, O P , President 23 South Spring Avenue St Louis, MO 63108	1125	2	$	3,000 00
USA	Catholic Diocese of Lexington c/o Most Rev Ronald W Gainer Bishop of Lexington 1310 West Main Street Lexington, KY 40508-2048	1126	1	$	1,500 00
USA	Redemptoris Mater Archdiocesan Missionary Seminary c/o Rev Florian Martin-Calama, Rector 3434 East Arizona Ave Denver, CO 80210	1127	2	$	3,000 00

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
USA	Redemptoris Mater Archdiocesan Missionary Seminary c/o Fr Renato Grasselli, Rector 672 Passaic Avenue Kearny, NJ 07032	1128	4	$	6,000 00
USA	Seminary of Our Lady of Providence c/o Fr Albert A Kenney, S T L , Rector 485 Mount Pleasant Avenue Providence, RI 02908	1129	2	$	3,000 00
USA	Congregation of the Blessed Sacrament 5384 Wilson Mills Road Cleveland, OH 44143-3092	1130	2	$	3,000 00
USA	National Foundation for Mexican American Vocations c/o Archdiocese Director of Vocations 200 West Woodlawn Avenue San Antonio, TX 78228	1131	2	$	3,000 00
USA	Mill Hill Fathers Inc c/o Rev Robert J O'Neil, MHM Regional Representative 222 West Hartsdale Avenue Hartsdale, NY 10530-1667	1132	6	$	9,000 00
USA	Guadalupe Missioners c/o Rev Santiago Lara, M G , Director 4714 West 8th Street Los Angeles, CA 90005	1133	2	$	3,000 00

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
USA	Oblate Missions c/o Father Tom Ovalle, OMI P O Box 659432 San Antonio, TX 78265-9432	1134	1	$	1,500 00
USA	International Dominican Foundation USA - Angelicum Fund c/o Very Rev Val A McInnes, O P One Galleria Blvd , Suite 710-B Metairie, LA 70001	1135	2	$	3,000 00
USA	The Glenmary Home Missioners c/o Rev Daniel Dorsey, President P O Box 465618 Cincinnati, OH 45246-5618	1158	5	$	7,500 00
USA	Society for the Propogation of Faith Sr Pauline Chirchirillo, PBVM Archdiocesan Director Archdiocesan Mission Office 1011 First Avenue New York, NY 10022	1167	3	$	4,500 00
Austria	Diozesanes Missionskolleg Redemptoris Mater c/o Rev D Giuseppe Rigosi, Rector Sparbach 1 A-2393 Sittendorf Vienna, Austria	1137	1	$	1,500 00
Brazil	Seminario Sao Clemente c/o Fr John Brendan Meagher, C Sc R Vice Provincial Vicar Missionarios Redentoristas C P 85 60001-970 Fortaleza, Ceara, Brazil	1142	3	$	4,500 00

Country	Recipient Name and Address	Reference No.	No. of Stipends	Amount Paid
Canada	Legionnaires du Christ c/o Fr Kevin Meehan, LC R R #1, #19119 Route 2 Cornwall, ON K6H 5R5 Canada	1141	2	$ 3,000 00
Chile	Opispado de Linares c/o Most Rev Tomislav Koljatic Maroevic Bishop of Linares Independencia 248 Casilla 107 560647 Linares, Chile	1143	1	$ 1,500 00
Ghana	St Victor's Major Seminary c/o Very Rev Fr Cletus Kulah, Rector PO Box 149 Tamale N/R Ghana (W Africa)	1138	2	$ 3,000 00
Ireland	St Patrick's College Monsignor Hugh G Connolly President Maynooth County Kildare, Ireland	1139	2	$ 3,000 00
Italy	Congregation for Oriental Churches Via della Conciliazione, 34 00120 Vatican City 00193 Rome, Italy	1140	2	$ 3,000 00

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
India	CMI Provincial House c/o Rev Dr Antony Edanad, CMI P B No 401 Vazhutkkad Thiruvananthapuram 695 014 Kerala, India	1145	4	$	6,000 00
India	Varanasi Province of the Indian Missionary Society c/o Fr Devdas, IMS Provincial Administrator Anjali Christnagar PO Varanasi 221 003, U P , India	1146	3	$	4,500 00
India	Servants of Charity Fr Joseph Rinaldo, SdC Province Treasurer Divine Providence Province 16195 Old U S 12 Chelsea, MI 48116-9646	1147	2	$	3,000 00
India	St Francis Xavier Seminary #400 c/o Salem Diocese Society SB 2525, Federal Bank, Ltd The Federal Bank Ltd Deepam Complex, Four Roads, Salem 636007, Tamilnadu, India	1148	2	$	3,000 00
India	Muzaffarpur Diocesan Society Bishop's House Kalambagh Road Muzaffarpur 842 001 Bihar, India	1160	1	$	1,500 00

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
Nigeria	The Redemptorists Denver Province Rev Thomas Picton C Ss R Regional Superior 1230 S Parker Road Denver, CO 80231	1149	2	$	3,000 00
Nigeria	Seminary of All Saints c/o Augustine O Akubeze Bishop of Uromi Opoji Road, P M B 23 Uhiele, Ekporma Edo State, Nigeria	1159	1	$	1,500 00
Peru	Most Rev Jorge Pedro Carrion Pavlich Bishop, Obispo de Puno Jiron Conde de Lemos 226, Apartado 93 Puno, Peru	1150	2	$	3,000 00
Peru	Diocesis-Obispado de Huancavelica Seminario Mayor "Nuestra Senora de la Evangelizacion" c/o Rev Padre Candido Pernas Botana, Rector Av Andres Avelino Caceres No 1020 Huancavelica, Peru	1163	4	$	6,000 00
Philippines	Most Rev Nestor C Carino Bishop of Legazpi, Diocese of Legazpi 70 Alley 3, Road 8, Project 6 Quezon City, Philippines	1151	2	$	3,000 00

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
Philippines	Diocese of Kidapawan c/o Rev Fr Armando C Angeles Diocesan Administrator Bishop's Residence, Balindog P O Box 75 9400 Kidapawan City, Philippines	1152	1	$	1,500 00
Philippines	The Nativity of Our Lady College Seminary c/o Most Rev Crispin B Varquez, D D Bishop's Residence Borongan City 6800 Eastern Samar, Philippines	1153	2	$	3,000 00
South Africa	St John Vianney Seminary c/o Fr Enrico Parry, Rector PO Box 17128 Groenkloof 0027 Pretoria, South Africa	1157	2	$	3,000 00
Tanzania	St Peter's Junior Seminary c/o Fr Patrick J Kung'alo, Rector PO Box 758 Morogoro, Tanzania, East Africa	1155	3	$	4,500 00
Uganda	Missionaries of Jesus the Divine Master c/o Msgr Frederick Drandua Bishop of Arua Diocese PO Box 135 Arua, Uganda	1156	2	$	3,000 00

Country	Recipient Name and Address	Reference No.	No. of Stipends		Amount Paid
Zambia	Diocese of Solwezi c/o Very Rev Fr Vincent M Chola Vicar General PO Box 110033 Solwezi, Zambia	1161	2	$	3,000 00
USA	Church of Saint Monica c/o Rev Msgr Thomas A Modugno, Pastor 413 East 79th Street New York, NY 10021	1165		$	1,500 00
USA	St Paul's Roman Catholic Church 113 East 117th Street New York, NY 10035	1166		$	300 00
Solomon Islands	Interdiocesan Seminary of the Holy Name of Mary c/o Bishop Christopher M Cardone, O P Bishop of Auki, Auki Diocese P O Box A 13 Auki, Malaita Province Solomon Islands, South Pacific	1154	2	$	3,000 00
	St Thomas Aquinos College 125 Route 340 Sparkill, NY 10976	1174	2	$	3,000 00
	Total Amount Paid		**95**	**$**	**144,300**

FORM 990-PF RETURN OF PRIVATE FOUNDATION
PAGE 10, PART XV SUPPLEMENTAL INFORMATION
LINES 2(B) AND 2(D)

APPLICATIONS FOR GRANTS FROM THE MCCADDIN-MCQUIRK FOUNDATION, INC MUST BE SUBMITTED BY A BISHOP, RECTOR, OR HEAD OF A SEMINARY IN THE UNITED STATES OR ELSEWHERE AND MUST INCLUDE INFORMATION NECESSARY TO SATISIFY THE OFFICERS AND TRUSTEES OF THE FOUNDATION, WHICH IS TO

“FOSTER EDUCATIONAL OPPORTUNITIES FOR POORER STUDENTS TO BE PRIESTS, DEACONS, CATACHISTS, OR LAY TEACHERS OF THE ROMAN CATHOLIC CHURCH IN THE UNITED STATES OR ELSEWHERE ”

THE APPLICATION MUST ALSO INCLUDE THE NUMBER OF STUDENTS ENROLLED IN SUCH PROGRAMS FOR WHICH GRANTS ARE BEING REQUESTED.

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868***

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions. THE MCCADDIN-MCQUIRK FOUNDATION, INC. C/O O'CONNOR DAVIES, LLP	**Enter filer's identifying number** Employer identification number (EIN) or 13-6134444
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O box, see instructions. 665 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10022-5342	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ O'CONNOR DAVIES, LLP 665 FIFTH AVENUE - NEW YORK, NY 10022-5342

Telephone No. ▶ 212-286-2600 Fax No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______ , and ending ______ .

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$	4,708.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$	4,708.
c **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$	0.

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