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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. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
Frank McHugh-O'Donovan Foundation Inc

% FOUNDATION SOURCE

Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123 | Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

A Employer identification number
20-0842449

B Telephone number (see instructions)

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 ▶ ☐

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

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)*▶$ 60,059,760

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(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) (see instructions))*

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	3,575,000			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	114	114		
4	Dividends and interest from securities	547,253	547,253		
5a	Gross rents	10,832	10,832		
b	Net rental income or (loss) 10,832				
6a	Net gain or (loss) from sale of assets not on line 10	350,371			
b	Gross sales price for all assets on line 6a 4,993,564				
7	Capital gain net income (from Part IV, line 2)		350,371		
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)	1,732,340	1,732,340		
12	**Total.** Add lines 1 through 11	6,215,910	2,640,910		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	33,000			33,000
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	14,094	8,719	0	5,375
b	Accounting fees (attach schedule)	164,059	30,230	0	133,829
c	Other professional fees (attach schedule)	204,956	204,956		
17	Interest				
18	Taxes (attach schedule) (see instructions)	63,699	17,057		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	1,792	1,792		
21	Travel, conferences, and meetings	100			100
22	Printing and publications				
23	Other expenses (attach schedule)	138,254	2,523		135,731
24	**Total operating and administrative expenses.** Add lines 13 through 23	619,954	265,277	0	308,035
25	Contributions, gifts, grants paid	2,353,086			2,353,086
26	**Total expenses and disbursements.** Add lines 24 and 25	2,973,040	265,277	0	2,661,121
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	3,242,870			
b	**Net investment income** (if negative, enter -0-)		2,375,633		
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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	894,524	807,963	807,963
3	Accounts receivable ▶ 24,884			
	Less allowance for doubtful accounts ▶	2,462	24,884	24,884
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	12,268,044	20,373,566	24,586,093
c	Investments—corporate bonds (attach schedule)	3,478,923	5,204,452	5,076,675
11	Investments—land, buildings, and equipment basis ▶ 463,261			
	Less accumulated depreciation (attach schedule) ▶ 0	161,493	463,261	431,060
12	Investments—mortgage loans	36,011,479	29,185,557	29,133,085
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	52,816,925	56,059,683	60,059,760
Liabilities 17	Accounts payable and accrued expenses	122	10	
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)	122	10	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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.			
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	52,816,803	56,059,673	
30	**Total net assets or fund balances** (see page 17 of the instructions)	52,816,803	56,059,673	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	52,816,925	56,059,683	

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	52,816,803
2	Enter amount from Part I, line 27a	2	3,242,870
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	56,059,673
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	56,059,673

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)
1 a	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	4,993,564		4,643,193	350,371
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				350,371
b				
c				
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	350,371
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	2,015,709	51,710,649	0 038981
2011	2,441,911	47,339,351	0 051583
2010	2,209,394	43,822,683	0 050417
2009	1,825,141	36,579,492	0 049895
2008	699,288	13,037,236	0 053638

2	**Total** of line 1, column (d)	2	0 244514
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	0 048903
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	58,530,435
5	Multiply line 4 by line 3	5	2,862,314
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,756
7	Add lines 5 and 6	7	2,886,070
8	Enter qualifying distributions from Part XII, line 4	8	2,661,121

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 page 18 of the 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	1	47,513
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	47,513
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	47,513
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 45,548		
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	45,548
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	87
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,052
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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		No
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶FOUNDATION SOURCE Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

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

			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		No
	See 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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

			Yes	No
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?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
See Additional Data Table				

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

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

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
Wells Fargo 433 N Camden Drive BEVERLY HILLS,CA 90210	Inv Management	136,027
Foundation Source 55 Walls Drive 3rd fl Fairfield,CT 06824	Administrative	111,148
Arthur Hilton Antolick CPA 3308 Stoner Ave suite 302 Los Angeles,CA 90066	Accounting	131,854
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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	
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	
2	
All other program-related investments See page 24 of the instructions 3	
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	24,151,420
b	Average of monthly cash balances	1b	1,311,226
c	Fair market value of all other assets (see instructions)	1c	33,959,115
d	**Total** (add lines 1a, b, and c)	1d	59,421,761
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	0
3	Subtract line 2 from line 1d	3	59,421,761
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	891,326
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	58,530,435
6	**Minimum investment return.** Enter 5% of line 5	6	2,926,522

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	2,926,522
2a	Tax on investment income for 2013 from Part VI, line 5	2a	47,513		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	47,513
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,879,009
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,879,009
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,879,009

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	2,661,121
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,661,121
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,661,121

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,879,009
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			149,397	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,661,121				
a Applied to 2012, but not more than line 2a			149,397	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				2,511,724
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).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				367,285
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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

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 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 *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				2,353,086
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions)
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	114	
4 Dividends and interest from securities			14	547,253	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			01	10,832	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	350,371	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a INTEREST INCOME FROM MORTGAGE LOANS			14	1,727,659	
b INCOME FROM MORTGAGE COLLECTIONS			01	4,681	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,640,910	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,640,910

(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) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-12 | ******

Signature of officer or trustee | Date | Title

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
Jeffrey D Haskell				P01345770

Firm's name	Foundation Source	Firm's EIN
Firm's address	One Hollow Ln Ste 212 Lake Success, NY 11042	Phone no (800) 839-1754

Form 990PF Part VIII Line 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
Katherine Cadiente Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1 0	11,000		
Frank McHugh Foundation Source 501 Silverside Rd Wilmington, DE 198091377	ceo / dir 2 0	0		
Theresa M McHugh Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir / CFO / sec 2 0	0		
Richard Riordan Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Dir 1 0	0		
Loree A Vincent Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1 0	11,000		
Oscar Zaldana Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1 0	11,000		

Form 990PF Part XV Line 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*				
ALLIANCE FOR COLLEGE - READY PUBLIC SCHOOLS 601 S FIGUEROA ST 4TH FL LOS ANGELES, CA 90017	N/A	PC	Blended learning program for 7th and 8th grades	210,036
ALLIANCE FOR COLLEGE - READY PUBLIC SCHOOLS 601 S FIGUEROA ST 4TH FL LOS ANGELES, CA 90017	N/A	PC	Science Lab Equipment, specialized software for English Language learners and Special Ed students Program	59,000
BOMBER HOCKEY GROUP INC 17501 17TH ST STE 210 TUSTIN, CA 92780	N/A	PC	General & Unrestricted	30,000
CAMP DEL CORAZON 11615 HESBY ST N HOLLYWOOD, CA 91601	N/A	PC	General & Unrestricted	75,000
CAMP RONALD MCDONALD FOR GOOD TIMES 1250 LYMAN PL LOS ANGELES, CA 90029	N/A	PC	General & Unrestricted	25,000
CATHOLIC EDUCATION FOUNDATION 3424 WILSHIRE BLVD 3RD FL LOS ANGELES, CA 90010	N/A	PC	scholarship Fund	1,000,000
CHILDRENS LIFE-SAVING FOUNDATION 1112 MONTANA AVE STE 534 SANTA MONICA, CA 90403	N/A	PC	General & Unrestricted	50,000
COMMUNITY ADVOCATES INC 865 S FIGUEROA ST STE 3339 LOS ANGELES, CA 90017	N/A	PC	General & Unrestricted	15,000
DOWNTOWN WOMENS CENTER 442 S SAN PEDRO ST LOS ANGELES, CA 90013	N/A	PC	General & Unrestricted	50,000
HOMES FOR LIFE FOUNDATION 8939 S SEPULVEDA LOS ANGELES, CA 90045	N/A	PC	General & Unrestricted	160,000
INNER CITY EDUCATION FOUNDATION 5120 W GOLDLEAF CIR STE 350 LOS ANGELES, CA 90056	N/A	PC	Blended learning program	65,050
INNER CITY EDUCATION FOUNDATION 5120 W GOLDLEAF CIR STE 350 LOS ANGELES, CA 90056	N/A	PC	Blended learning program	100,000
INNER CITY EDUCATION FOUNDATION 5120 W GOLDLEAF CIR STE 350 LOS ANGELES, CA 90056	N/A	PC	Blended learning and technology Program	200,000
JUNIPERO SERRA HIGH SCHOOL A CORP 14830 VAN NESS AVE GARDENA, CA 90249	N/A	PC	Tuition fund for low income families	50,000
JUNIPERO SERRA HIGH SCHOOL A CORP 14830 VAN NESS AVE GARDENA, CA 90249	N/A	PC	Scholarship Fund	25,000
Total . . . . ▶ **3a**				2,353,086

Form 990PF Part XV Line 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*				
LAS FAMILIAS DEL PUEBLO 307 E 7TH ST LOS ANGELES, CA 90014	N/A	PC	General & Unrestricted	30,000
LAS FAMILIAS DEL PUEBLO 307 E 7TH ST LOS ANGELES, CA 90014	N/A	PC	At Risk after school and out of school programs	15,000
PREVENCION Y RESCATE PO BOX 470623 LOS ANGELES, CA 90047	N/A	PC	Drug Prevention & Rehabilitation Program	50,000
RX FOR READING 141 N BRISTOL AVE LOS ANGELES, CA 90049	N/A	PC	General & Unrestricted	14,000
THE GOOD NEWS GRANT FOUNDATION INC 9701 WILSHIRE BLVD STE 1000 BEVERLY HILLS, CA 90212	N/A	PC	General & Unrestricted	10,000
THE UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	N/A	PC	Riordan Programs at UCLA Anderson School of Management	50,000
TOBERMAN NEIGHBORHOOD CENTER INC 630 W 1ST ST SAN PEDRO, CA 90731	N/A	PC	Resource Center, gang intervention, and child & youth services Program	25,000
TORAT HAYIM 1210 S LA CIENEGA BLVD LOS ANGELES, CA 90035	N/A	PC	General & Unrestricted	10,000
VALLEY VILLAGE FOUNDATION 20830 SHERMAN WAY WINNETKA, CA 91306	N/A	PC	General & Unrestricted	25,000
VISION TO LEARN 11611 SAN VICENTE BLVD STE 500 LOS ANGELES, CA 90049	N/A	PC	General & Unrestricted	10,000
Total . . . . ▶ **3a**				2,353,086

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
Frank McHugh-O'Donovan Foundation Inc	20-0842449

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
Frank McHugh-O'Donovan Foundation Inc

Employer identification number
20-0842449

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Christine O'Donovan Trust A dtd 81 11040 Santa Monica blvd suite 460 Los Angeles, CA 90025	$ 3,575,000	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
Frank McHugh-O'Donovan Foundation Inc

Employer identification number
20-0842449

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	See Additional Data Table	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
Frank McHugh-O'Donovan Foundation Inc

Employer identification number
20-0842449

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 20-0842449
Name: Frank McHugh-O'Donovan Foundation Inc

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MORTGAGE REC - 4119 S SAN PEDRO STREET	$ 300,000	2013-01-08
1	MORTGAGE REC - 1320 INGRAHAM STREET	$ 275,000	2013-01-08
1	MORTGAGE REC - 635 W 41st STREET	$ 300,000	2013-01-08
1	MORTGAGE REC - 762 E 50th STREET	$ 400,000	2013-01-08
1	MORTGAGE REC - 5911 S BROADWAY	$ 200,000	2013-01-08
1	MORTGAGE REC - 8219 S CENTRAL AVENUE	$ 300,000	2013-01-08
1	MORTGAGE REC - 2107 W 54th STREET	$ 300,000	2013-01-08

TY 2013 Accounting Fees Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit Support	32,205			32,205
Bookkeeping	131,854	30,230		101,624

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BLDG-372 W VERNON	2012-11-08	161,493	0						
BLDG-493 E 47TH ST	2013-08-16	256,060							
IMPRV-372 W VERNON		42,908							
IMPR-493 E 47TH ST	2013-10-31	2,800							

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TY 2013 Investments Corporate Bonds Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AT&T INC - 3.875% - 08/15/	202,300	202,620
BECTON DICKINSON & CO - 3.	214,634	199,680
BHP BILLITON FIN USA - 3.850%	202,502	200,868
BP CAPITAL MARKETS PLC - 3.245	211,522	193,852
DEERE & CO NT - 04.375% -	208,088	221,486
EBAY INC-3.250%-10/15/2020	209,308	204,395
GE CAP CORP MTN - 5.000% - 01/	210,690	216,240
GOLDMAN SACHS GROUP INC NTS -	218,598	229,336
INTEL CORP NOTE - 3.300% - 10/	211,606	198,698
JPMORGAN CHASE & CO - 1.80	201,366	198,244
LOWE'S COMPANIES INC - 3.875%	203,646	201,088
MORGAN STANLEY MTN - 5.550% -	214,000	223,104
SIMON PROPERTY GROUP - 4.125%	208,908	206,900
STATOILHYDRO ASA - 2.900% - 10	201,236	204,028
TARGET CORP - 2.900% - 01/15/2	201,358	191,852
TEVA PHARM FIN IV - 03.650% -	217,008	196,164
TEXAS INSTRS INC - 1.650% - 08	200,692	192,650
TORONTO-DOMINION BANK - 2.375%	209,466	207,646
TOTAL CAPITAL - 2.70% - 01/25/	206,530	184,488
TOYOTA MTR CRED SER B - 3.300%	210,632	198,280
UNITED PARCEL SERVICE - 3.875%	217,176	201,714
UNITED TECHNOLOGIES CORP - 3.1	202,984	195,556
UNITEDHEALTH GROUP INC - 1.40%	201,196	197,474
US BANCORP NOTE - 3.150% - 03/	200,494	206,090
WAL MART STORES INC-3.25%-10/2	218,512	204,222

TY 2013 Investments Corporate Stock Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	204,161	308,550
AFFILIATED MANAGERS GROUP	239,793	260,256
AFLAC INC.	196,290	267,200
AMGEN INC	98,688	182,528
APACHE CORPORATION	209,718	240,632
APPLE INC.	210,117	308,561
AQR MANAGED FUTURES FUND CL I	500,000	537,018
ARTISAN INTERNATIONAL FUND	400,000	609,255
BAXTER INTERNATIONAL INC	261,780	257,335
BERKSHIRE HATHAWAY INC CL B	216,272	272,688
BHP BILLITON LIMITED	279,426	272,800
BOEING CO	172,676	313,927
BRISTOL-MYERS SQUIBB CO	118,182	212,600
CAPITAL ONE FINANCIAL CORP	215,262	291,118
CELANESE CORPORATION	221,442	221,240
CHEVRON CORP	230,427	287,293
CISCO SYSTEMS INC	233,282	246,730
CME GROUP, INC	191,627	266,764
COCA-COLA CO	198,289	227,205
COMCAST CORP CL A	144,133	275,441
CONOCOPHILLIPS	112,008	162,495
COSTCO WHOLESALE CORPORATION	115,230	166,628
CUMMINS INC	261,887	281,940
CVS CAREMARK CORP.	247,076	264,809
DANAHER CORP	124,722	185,280
DIAGEO PLC ADS	194,364	264,840
EATON CORP PLC	220,523	289,256
ECOLAB INC	175,484	260,675
EMC CORP-MASS	236,259	251,500
EXXON MOBIL CORP	211,745	273,240

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY ADVISOR EMERG MKTS	150,000	155,476
GENERAL ELECTRIC CO	140,504	224,240
GOLDMAN SACHS GROUP	251,597	283,616
GOLDMAN SACHS GRTH OPPORTUNITY	350,000	499,828
GOOGLE INC	259,657	336,213
HOME DEPOT INC.	118,803	247,020
HONEYWELL INTERNATIONAL INC.	127,471	201,014
HSBC HOLDINGS PLC	245,875	253,598
INTEL CORP	223,076	259,600
INTERNATIONAL BUSINESS MACHINE	241,049	262,598
IPATH DJ AIGCITR ETN	543,959	477,750
ISHARE SP SMALL CAP 600 INDEX	342,820	436,520
ISHARES BARCLAYS US AGGREGATE	491,066	478,935
ISHARES MSCI EMERGING MARKETS	338,135	334,400
JOHNSON & JOHNSON	214,165	274,770
JOHNSON CONTROLS INC.	198,839	307,800
JP MORGAN CHASE & CO	200,928	292,400
MCDONALD'S CORP	224,914	252,278
MCKESSON CORP	166,005	322,800
MICROSOFT CORPORATION	230,767	299,280
NATIXIS ASG GLOBAL ALTERNAT	500,000	502,639
NESTLE S.A.	227,150	242,847
NOVARTIS AG ADR	143,746	184,874
OAKMARK INTERNATIONAL FUND	400,000	603,753
OPPENHEIMER DEVELOPING MARKETS	450,000	579,616
ORACLE CORP	250,715	306,080
PACIFIC GAS AND ELECTRIC CO	212,989	186,760
PENNSYLVANIA MUTUAL FD, INV	450,000	649,814
PIMCO EMERGING MARKETS BOND	150,000	144,250
PIMCO FD PAC INV MGMT FOREIGN	200,000	199,009

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PIMCO HIGH-YIELD INSTL	400,000	421,839
PROCTER GAMBLE CO	182,645	219,807
PUTNAM FLOATING RATE INC	400,000	419,105
QUALCOMM INC	133,269	178,200
RIDGEWORTH FDS MID-CAP VALUE	425,000	526,722
ROYAL BANK OF CANADA - 2.625%	211,352	207,348
SCHLUMBERGER LTD	215,391	270,330
SPDR DJ WILSHIRE INT	420,408	412,000
TARGET CORPORATION	228,183	253,080
TEMPLETON GLOBAL BD	250,000	253,536
TENN VALLEY AUTHORITY PUT	200,901	156,975
TEXAS INSTRUMENTS INC.	139,892	219,550
TJX COMPANIES INC	185,563	267,666
UNITED TECHNOLOGIES CORP	154,247	227,600
UNITEDHEALTH GROUP INC	173,126	263,550
US BANCORP DEL	227,882	282,800
VANGUARD SF REIT ETF	438,962	387,360
VANGUARD ST BOND ETF	483,957	479,580
WALT DISNEY HOLDINGS CO.	217,695	275,040
WELLS FARGO ADV ULTRA SHORT	400,000	402,240
WELLS FARGO ADVANTAGE SHORT	400,000	402,183

TY 2013 Investments - Land Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BLDG-372 W VERNON	161,493		161,493	
BLDG-493 E 47TH ST	256,060		256,060	
IMPRV-372 W VERNON	42,908		42,908	
IMPR-493 E 47TH ST	2,800		2,800	

TY 2013 Land, Etc. Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

TY 2013 Legal Fees Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Consultations	14,094	8,719		5,375

TY 2013 Other Expenses Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	111,148			111,148
Bank Charges	21	21		
Indemnification Insurance	24,403			24,403
Postage/Delivery Service	12	12		
State or Local Filing Fees	180			180
PROPERTY MAINTENANCE	2,490	2,490		

TY 2013 Other Income Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
interest income from mortgage loans	1,727,659	1,727,659	
Income from Mortgage Collections	4,681	4,681	

TY 2013 Other Professional Fees Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Appraisal Services	24,350	24,350		
Investment Management Services	172,465	172,465		
ADMINISTRATIVE SERVICES	8,141	8,141		

TY 2013 Taxes Schedule

Name: Frank McHugh-O'Donovan Foundation Inc

EIN: 20-0842449

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	44,200			
990-PF Extension for 2012	2,305			
Foreign Tax Paid	2,081	2,081		
STATE TAXES	14,976	14,976		
STATE MISCELLANEOUS FEE	137			