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Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation BRIAN A. MCCARTHY FOUNDATION, INC.		A Employer identification number 26-2804661
Number and street (or P O box number if mail is not delivered to street address) C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVE	Room/suite	B Telephone number 212-286-2600
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) \$ 9,637,889.	J Accounting method ☐ Cash ☒ Other (specify) MODIFIED CASH	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		44.	44.		STATEMENT 1
4 Dividends and interest from securities		233,241.	233,241.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		838,537.			
b Gross sales price for all assets on line 6a 6,970,699.					
7 Capital gain net income (from Part IV, line 2)			838,537.		
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		36,785.	36,785.		STATEMENT 3
12 Total. Add lines 1 through 11		1,108,607.	1,108,607.		
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		64,777.	64,777.		0.
17 Interest					
18 Taxes		124.	124.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		9,254.	7,779.		1,475.
24 Total operating and administrative expenses Add lines 13 through 23		74,155.	72,680.		1,475.
25 Contributions, gifts, grants paid		430,000.			430,000.
26 Total expenses and disbursements. Add lines 24 and 25		504,155.	72,680.		431,475.
27 Subtract line 26 from line 12		604,452.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,035,927.		
c Adjusted net income (if negative, enter -0-)				N/A	

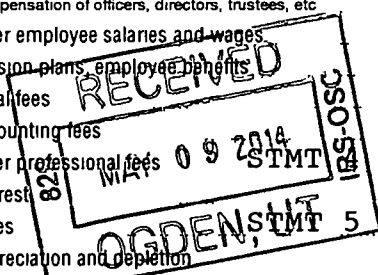
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LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED MAY 19 2014

Operating and Administrative Expenses

22
0414

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	770,195.	294,781.	294,781.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	38,840.	46,120.	46,120.
	c Investments - corporate bonds STMT 9	2,182,757.	1,275,964.	1,275,964.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	5,841,162.	8,021,024.	8,021,024.	
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)	8,832,954.	9,637,889.	9,637,889.	
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			
	24 Unrestricted	8,832,954.	9,637,889.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	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	8,832,954.	9,637,889.	
31 Total liabilities and net assets/fund balances	8,832,954.	9,637,889.		

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	8,832,954.
2 Enter amount from Part I, line 27a	2	604,452.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	200,483.
4 Add lines 1, 2, and 3	4	9,637,889.
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	9,637,889.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 6,970,699.		6,301,525.	838,537.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e			838,537.	
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		2 838,537.
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	420,050.	8,829,435.	.047574
2011	403,582.	8,750,231.	.046122
2010	382,993.	8,485,804.	.045133
2009	34,933.	8,113,362.	.004306
2008	193,406.	6,498,544.	.029761
2 Total of line 1, column (d)			2 .172896
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 .034579
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 9,163,420.
5 Multiply line 4 by line 3			5 316,862.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,359.
7 Add lines 5 and 6			7 327,221.
8 Enter qualifying distributions from Part XII, line 4			8 431,475.

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)		1	10,359.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	10,359.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	10,359.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	2,945.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	2,945.
c Tax paid with application for extension of time to file (Form 8868)		8	15.
d Backup withholding erroneously withheld		9	7,429.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE, 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.BRIANAMCCARTHY.COM</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>212-286-2600</u> Located at ► <u>C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVE, NY, NY</u> ZIP+4 ► <u>10022</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	☐ Yes ☒ No	
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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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

6b

X

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
BRIAN A. MCCARTHY C/O O'CONNOR DAVIES, LLP, 665 FIFTH A NEW YORK, NY 10165	PRESIDENT & DIRECTOR 7.00	0.	0.	0.

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

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

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

0

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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	8,970,898.
b	Average of monthly cash balances	1b	332,066.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,302,964.
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	9,302,964.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	139,544.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,163,420.
6	Minimum investment return. Enter 5% of line 5	6	458,171.

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	458,171.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,359.
2b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,359.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	447,812.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	447,812.
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	447,812.

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	431,475.
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	431,475.
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	10,359.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	421,116.

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				447,812.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			427,667.	
b Total for prior years		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 431,475.				
a Applied to 2012, but not more than line 2a			427,667.	
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				3,808.
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))	0.			0.
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		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				444,004.
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	0.			
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				

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN FOUNDATION FOR AIDS RESEARCH 120 WALL STREET NEW YORK, NY 10011-3904	N/A	PC	GENERAL	50,000.
BAILEY HOUSE, INC. 1751 PARK AVENUE NEW YORK, NY 10035-2831	N/A	PC	GENERAL	50,000.
CALLEN-LORDE COMMUNITY HEALTH CENTER 356 18TH STREET NEW YORK, NY 10011-4401	N/A	PC	GENERAL	50,000.
GAY MEN OF AFRICAN DESCENT, INC. 44 COURT STREET, SUITE 1000 BROOKLYN, NY 11201-4413	N/A	PC	GENERAL	50,000.
GAY MENS HEALTH CRISIS, INC. 446 WEST 33RD STREET, 6TH FLOOR NEW YORK, NY 10011-1913	N/A	PC	GENERAL	50,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				430,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

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

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Signature of officer or trustee

4/29/2014
Date

President
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

THOMAS F. BLANEY,
CPA, CFE

~~Preparer's signature~~

OK

Date

7/29/14

Check ☐ if self-employed

PTIN

P00234022

Firm's name ► O'CONNOR DAVIES, LLP

Firm's EIN ► 27-1728945

Firm's address ► 665 FIFTH AVENUE
NEW YORK, NY 10022

Phone no (212) 286-2600

Form **990-PF** (2013)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LESBIAN, GAY, BISEXUAL & TRANSGENDER COMMUNITY CENTER 208 WEST 13TH STREET NEW YORK, NY 10011-7702	N/A	PC	GENERAL	50,000.
NEW YORK CITY ANTI-VIOLENCE PROJECT, INC. 240 WEST 35TH STREET, SUITE 200 NEW YORK, NY 10001-2515	N/A	PC	GENERAL	80,000.
WGBH EDUCATIONAL FOUNDATION ONE GUEST STREET BOSTON, MA 02135-2016	N/A	PC	GENERAL	50,000.
Total from continuation sheets				180,000.

BRIAN A. MCCARTHY FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	PUBLICLY TRADED SECURITIES - OPPENHEIMER	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES - OPPENHEIMER	D	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES - TD AMERITRADE	P	VARIOUS	VARIOUS
d	COAST ACCESS III LTD	D	VARIOUS	VARIOUS
e	THRU ADVANTAGE ADVISORS XANTHUS FUND			
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,611,468.		4,104,924.	506,544.
b 166,957.		130,501.	36,456.
c 2,126,618.		2,050,856.	75,762.
d 5,483.		15,244.	<9,761.>
e			169,363.
f 60,173.			60,173.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			506,544.
b			36,456.
c			75,762.
d			<9,761.>
e			169,363.
f			60,173.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	838,537.
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

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
MERRILL LYNCH WEALTH MANAGEMENT	4.	4.	
OPPENHEIMER & CO. INC.	31.	31.	
TD AMERITRADE INSTITUTIONAL	9.	9.	
TOTAL TO PART I, LINE 3	44.	44.	

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
OPPENHEIMER & CO. INC.	243,572.	60,173.	183,399.	183,399.	
TD AMERITRADE INSTITUTIONAL	49,842.	0.	49,842.	49,842.	
TO PART I, LINE 4	293,414.	60,173.	233,241.	233,241.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DISTRIBUTIONS FROM ESC LEHMAN BROS HLDGS INC	9,162.	9,162.	
OTHER INCOME (LOSS) - ADVANTAGE ADVISERS XANTHUS FUND, LLC K-1	27,623.	27,623.	
TOTAL TO FORM 990-PF, PART I, LINE 11	36,785.	36,785.	

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	
OPPENHEIMER & CO. INC.	31,109.	31,109.			0.
MERRILL LYNCH WEALTH MANAGEMENT	95.	95.			0.
TD AMERITRADE INSTITUTIONAL	33,573.	33,573.			0.
TO FORM 990-PF, PG 1, LN 16C	64,777.	64,777.			0.

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 THRU XANTHUS K-1	124.	124.			0.
TO FORM 990-PF, PG 1, LN 18	124.	124.			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	
ASSOCIATION OF SMALL FOUNDATIONS	725.	0.			725.
INSURANCE EXPENSE	750.	0.			750.
THRU ADVANTAGE ADVISERS XANTHUS FUND, LLC K-1	7,779.	7,779.			0.
TO FORM 990-PF, PG 1, LN 23	9,254.	7,779.			1,475.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN ON INVESTMENTS	200,483.
TOTAL TO FORM 990-PF, PART III, LINE 3	200,483.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A-9	46,120.	46,120.
TOTAL TO FORM 990-PF, PART II, LINE 10B	46,120.	46,120.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A-4	1,275,964.	1,275,964.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,275,964.	1,275,964.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A-6	FMV	4,546,926.	4,546,926.
ADVANTAGE ADVISERS XANTHUS FUND LLC	FMV	1,630,613.	1,630,613.
EXCHANGE TRADED FUNDS - SEE ATTACHMENT A-7	FMV	366,127.	366,127.
EXCHANGE TRADED FUNDS - SEE ATTACHMENT A-10	FMV	476,968.	476,968.
MUTUAL FUNDS - SEE ATTACHMENT A-8	FMV	1,000,390.	1,000,390.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,021,024.	8,021,024.

Fixed Income**Corporate Bonds in Maturity Date Sequence**

Description	Trade Date /Acct Type	Quantity	CUSIP/ Rating
ESC LEHMAN BROS HLDGS INC B/E 7 2% DUE 08/15/09	04/17/2012 CASH	85,000 85,000	524ESCSQ5 NR / NR
SLM CORP EDNOTES BOOK ENTRY B/E 4.85% DUE 03/15/14	11/24/2003 CASH	35,000 35,000	78490FHS1 BA1 / BBB-
MTN			
MORGAN STANLEY B/E 4 75% DUE 04/01/14	12/15/2010 01/06/2011	18,000 25,000	61748AAE6 61748AAE6
NOTE	CASH	43,000	BAA3 / BBB+
GATX CORP B/E 8.75% DUE 05/15/14	10/02/2012 CASH	30,000 30,000	361448AG8 BAA2 / BBB
NOTE			
GOLDMAN SACHS GROUP INC B/E 5 125% DUE 01/15/15	12/01/2010 02/09/2012	30,000 20,000	38141GEA8 38141GEA8
NOTE	CASH	50,000	BAA1 / A-
GEORGIA PAC CORP REG 7 7% DUE 06/15/15	01/21/2010 CASH	7,000 7,000	373298BM9 BAA2 / A+
DEB			
JPMORGAN CHASE & CO B/E 2 8% DUE 01/15/16	01/06/2011 CASH	50,000 50,000	46825HHW3 A3 / A
NT,INV CO			

Current Value
18,062.50
18,062.50
35,034.30
35,034.30
18,143.10
25,198.75
43,341.85
30,895.50
30,895.50
31,337.70
20,891.80
52,229.50
7,664.44
7,664.44
51,499.50
51,499.50

Corporate Bonds in Maturity Date Sequence

Description	Trade Date /Acct Type	Quantity	CUSIP / Rating	Current Value
HCP INC	01/19/2011	30,000	404141AC3	31,524.30
B/E 3.75% DUE 02/01/16	09/26/2011	15,000	404141AC3	15,762.15
NOTE	CASH	45,000	BAA1 / BBB+	47,286.45
CITIGROUP INC	11/18/2011	40,000	172967FS5	42,556.00
B/E 3.953% DUE 06/15/16	CASH	40,000	BAA2 / A-	42,556.00
NOTE				
TELEFONICA EMISIONES S A U	05/28/2009	45,000	87938WAB9	50,177.25
FGN 6.421% DUE 06/20/16	CASH	45,000	BAA2 / BBB	50,177.25
NOTE				
HYATT HOTELS CORP	08/05/2011	45,000	448579AC8	47,515.05
B/E 3.875% DUE 08/15/16	CASH	45,000	BAA2 / BBB	47,515.05
NOTE				
CALL 07/15/16 @100				
SIMON PPTY GROUP LP	11/10/2011	35,000	828807CH8	36,200.85
B/E 2.8% DUE 01/30/17	CASH	35,000	A2 / A	36,200.85
NOTE				
CALL 10/30/16 @100				
WELLS FARGO CO MTN BE	05/15/2013	50,000	94974BFG0	49,677.00
B/E 1.5% DUE 01/16/18	CASH	50,000	A2 / A+	49,677.00
NOTE				
BP CAP MKTS P L C	06/20/2013	35,000	05585QCE6	34,102.25
FGN 1.375% DUE 05/10/18	CASH	35,000	A2 / A	34,102.25
NOTE				
U S BANCORP MTNS BK ENT	11/14/2013	45,000	91159HHE3	44,758.80
B/E 1.95% DUE 11/15/18	CASH	45,000	A1 / A+	44,758.80
MTN				
CALL 10/15/18 @100				
DEL MONTE CORP	02/23/2012	3,000	245217AS3	3,116.25
B/E 7.625% DUE 02/15/19	CASH	3,000	CAA1 / CCC+	3,116.25
NOTE				
CALL 02/15/14 @103.813				
TASEKO MINES LTD	04/13/2011	8,000	876511AB2	9,090.00
B/E 7.75% DUE 04/15/19	CASH	8,000	B3 / B	9,090.00
MTN				
CALL 04/15/15 @103.875				
VALE OVERSEAS LTD	09/30/2009	25,000	91911TAJ2	27,221.25
FGN 5.625% DUE 09/15/19	CASH	25,000	BAA2 / A-	27,221.25
NOTE				
BOSTON PPTYS LTD PARTNERSHIP	11/19/2009	20,000	10112RAQ7	22,966.80
B/E 5.875% DUE 10/15/19	CASH	20,000	BAA2 / A-	22,966.80
NOTE				

Corporate Bonds in Maturity Date Sequence

Description	Trade Date / Acct Type	Quantity	CUSIP / Rating	Current Value
NEWS AMER INC B/E 5.65% DUE 08/15/20 NOTE	11/04/2011 CASH	15,000 15,000	652482BX7 BAA1 / BBB+	16,808.85 16,808.85
ADS WASTE HLDGS INC B/E 8.25% DUE 10/01/20 NOTE CALL 10/01/16 @104.125	12/18/2013 CASH	40,000 40,000	00101NAB3 CAA1 / CCC+	43,400.00 43,400.00
RIO TINTO FIN USA LTD FGN 3.5% DUE 11/02/20 NOTE	08/20/2013 CASH	35,000 35,000	767201AK2 A3 / A-	34,445.25 34,445.25
DIRECTV HLDGS LLC / DIRECTV B/E 4.8% DUE 02/15/21 NOTE CALL 11/15/20 @100	03/21/2011 05/16/2012 02/20/2013 CASH	10,000 20,000 15,000 45,000	25459HAW5 25459HAW5 25459HAW5 BAA2 / BBB	10,326.90 20,653.80 15,490.35 46,471.05
SANDRIDGE ENERGY INC B/E 7.5% DUE 03/15/21 NOTE CALL 03/15/16 @103.750	09/14/2012 CASH	50,000 50,000	80007PAN9 B2 / B-	52,375.00 52,375.00
INTELSAT JACKSON HLDGS LTD B/E 7.5% DUE 04/01/21 NOTE CALL 04/01/16 @103.750	04/30/2012 CASH	37,000 37,000	45824TAG0 B3 / B+	40,792.50 40,792.50
PARK OHIO INDS INC-OHIO B/E 8.125% DUE 04/01/21 NOTE CALL 04/01/16 @104.063	08/09/2012 CASH	15,000 15,000	700677AN7 B3 / B-	16,500.00 16,500.00
BLACKROCK INC B/E 4.25% DUE 05/24/21 DEB	05/10/2013 CASH	45,000 45,000	09247XAH4 A1 / A+	47,613.60 47,613.60
CENTURYLINK INC B/E 5.8% DUE 03/15/22 NOTE	09/17/2012 CASH	45,000 45,000	156700AS5 BA2 / BB	44,437.50 44,437.50
NOBLE HOLD INT LTD FGN 3.95% DUE 03/15/22 NOTE	02/07/2012 CASH	45,000 45,000	65504LAJ6 BAA2 / BBB+	44,007.75 44,007.75
DISCOVERY COMMUNICATIONS LLC B/E 3.3% DUE 05/15/22 NOTE	02/20/2013 CASH	50,000 50,000	25470DAF6 BAA2 / BBB	47,340.00 47,340.00
PACKAGING CORP AMER B/E 3.9% DUE 06/15/22 NOTE CALL 03/15/22 @100	08/17/2012 CASH	10,000 10,000	685156AP4 BAA3 / BBB	9,714.90 9,714.90

Corporate Bonds in Maturity Date Sequence

Description	Trade Date /Acct Type	Quantity	CUSIP/ Rating	Current Value
DIGITAL RLT TR LP	01/10/2013	40,000	25389JAK2	35,731.20
B/E 3.625% DUE 10/01/22	CASH	40,000	BAA2 / BBB	35,731.20
NTLP				
CALL 07/03/22 @100				
ENERGY TRANSFER PRITNRS L P	05/15/2013	20,000	28273RAS8	18,520.80
B/E 3.6% DUE 02/01/23	CASH	20,000	BAA3 / BBB-	18,520.80
NTLP				
CALL 11/01/22 @100				
KOHL'S CORP	07/09/2013	15,000	500255AS3	13,714.05
B/E 3.625% DUE 02/01/23	CASH	15,000	BAA1 / BBB+	13,714.05
NOTE				
CALL 11/01/22 @100				
MACYS RETAIL HLDGS INC	01/10/2013	25,000	55616XAH0	22,625.50
B/E 2.875% DUE 02/15/23	02/20/2013	20,000	55616XAH0	18,100.40
NOTE	CASH	45,000	BAA3 / BBB+	40,725.90
CALL 11/15/22 @100				
FELCOR LODGING LTD PARTNERSHIP	09/09/2013	4,000	31430QBE8	3,900.00
B/E 5.625% DUE 03/01/23	CASH	4,000	B2 / B-	3,900.00
NTLP				
CALL 03/01/18 @102.813				
OFFSHORE GROUP INVT LTD	11/12/2013	40,000	678253AM9	40,800.00
FGN 7.125% DUE 04/01/23	CASH	40,000	B3 / B	40,800.00
NOTE				
CALL 04/01/18 @103.563				
DENBURY RES INC DEL	03/26/2013	28,000	24823UAH1	25,270.00
B/E 4.625% DUE 07/15/23	CASH	28,000	B1 / BB	25,270.00
NOTE				
CALL 01/15/18 @102.313				
CORPORATE BONDS		1,321,000		1,275,963.89

Mutual Funds*Open End Funds*

Description	Open Tran	Quantity
ASTON DOUBLELINE CORE PLUS FIXED INCOME FUND CLASS N		39,845.5650
OPEN END SYMBOL ADBLX	Purchases	39,845.5650
CUSHING RENAISSANCE ADVANTAGE FD CL A		17,098.1920
OPEN END SYMBOL CRZAX	Purchases	17,098.1920
FIDELITY ADV REAL ESTATE INC CL A		29,077.9340
OPEN END SYMBOL FRINX	Purchases	29,077.9340
GOLDMAN SACHS RISING DIV GROWTH FD CL A		35,821.1390
OPEN END SYMBOL GSRAX	Purchases	35,821.1390
IVA WORLDWIDE FD CL A		30,156.6760
OPEN END SYMBOL IWVAX	Purchases	30,156.6760
IVY ASSET STRATEGY FD A		7,750.4420
OPEN END SYMBOL WASAX	Purchases	7,750.4420

Market Value
417,581.52
417,581.52
403,688.31
403,688.31
321,020.39
321,020.39
691,706.19
691,706.19
537,391.96
537,391.96
248,169.15
248,169.15

Open End Funds

Description	Open Tran	Quantity
PIMCO CREDIT ABSOLUTE RETURN FUND CL A OPEN END SYMBOL PZCRX	Purchases	32,381 0140
PIONEER FUNDAMENTAL GROWTH FD CLASS A OPEN END SYMBOL PICFX	Purchases	48,555 8350
PRINCIPAL MIDCAP FD CL A OPEN END SYMBOL PEMGX	Purchases	24,218 1120
PRINCIPAL FDS INC GLOBAL DIVERSIFIED INCOME FD OPEN END SYMBOL PGBAX	Purchases	24,439 3600

OPEN END FUNDS..... ..

Market Value
341,295 88
341,295 88
780,275 79
780,275 79
489,932 40
489,932 40
345,083 76
345,083 76
4,576,145.35

EXCHANGE TRADED FUNDS (ETFs)

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value
VANGUARD TOTAL STOCK MARKET ETF	VTI	12/21/12	3,817	\$95.92	\$366,126.64
TOTAL EXCHANGE TRADED FUNDS (ETFs)					\$366,126.64
TOTAL EXCHANGE TRADED FUNDS- LONG POSITION					366,126.64

MUTUAL FUNDS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value
AMERICAN CENTURY EQUITY INCM FD INV	TWEIX	12/21/12	6,255.837	\$8.57	\$53,612.52
AMERICAN CENTURY GINNIE MAE FD INV	BGNMX	12/31/12	13,764.975	10.62	146,184.03
AMERICAN FUNDS NEW WORLD F	NWFFX	12/31/12	981.423	58.30	57,216.96
JANUS HIGH-YIELD FD T	JAHYX	12/21/12	9,506.862	9.18	87,272.99
JENSEN QUALITY GROWTH J	JENSX	12/31/12	1,521.857	37.78	57,495.76
LOOMIS SAYLES BOND FUND RETAIL CL	LSBRX	12/21/12	6,901.852	15.09	104,148.95

MUTUAL FUNDS					
Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value
MAINSTAY FLOATING RATE A	MXFAX	12/21/12	12,941.446	9.59	124,108.47
METROPOLITAN WEST TOTAL RETURN BD FD	MWTRX	12/31/12	12,328.202	10.55	130,062.53
ROYCE LOW PRICED STOCK SERVICE CL	RYLPX	12/31/12	1,735.668	13.62	23,639.80
SCOUT INTERNATIONAL FUND	UMBWX	12/31/12	2,368.565	37.26	88,252.73
WESTCORE PLUS BD FD	WTIBX	12/31/12	11,988.32	10.71	128,394.91
TOTAL MUTUAL FUNDS					\$1,000,389.65

STOCKS					
Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value
BERKSHIRE HATHAWAY INC DEL CL B	BRK B	12/21/12	389	\$118.56	\$46,119.84
TOTAL STOCKS					\$46,119.84

EXCHANGE TRADED FUNDS (ETFs)

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
ISHARES CORE S&P 500 ETF	IVV	809	\$185.65	\$150,190.85
ISHARES CORE S&P MID-CAP ETF	IJH	1,115	133.81	149,198.15
PROSHARES ULTRA S&P 500	SSO	874	102.56	89,637.44
PROSHARES ULTRA MIDCAP400	MVV	693	126.90	87,941.70
TOTAL EXCHANGE TRADED FUNDS (ETFs)				\$476,968.14