

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2012

Open to public inspection

For calendar year 2012 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		B Telephone number 212-286-2600
City or town, state, and ZIP code NEW YORK, NY 10022		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,832,954. (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 <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH		

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		71.	71.		STATEMENT 1
4 Dividends and interest from securities		208,593.	208,593.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		292,807.			
b Gross sales price for all assets on line 6a		11,693,816.			
7 Capital gain net income (from Part IV, line 2)			292,807.		
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		<17,524.>	<17,524.>		STATEMENT 3
12 Total. Add lines 1 through 11		483,947.	483,947.		
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 STMT 4		7,465.	0.		7,465.
c Other professional fees STMT 5		61,095.	61,095.		0.
17 Interest					
18 Taxes STMT 6		1,257.	1,257.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		12,322.	10,627.		1,695.
24 Total operating and administrative expenses. Add lines 13 through 23		82,139.	72,979.		9,160.
25 Contributions, gifts, grants paid		415,000.			415,000.
26 Total expenses and disbursements. Add lines 24 and 25		497,139.	72,979.		424,160.
27 Subtract line 26 from line 12		<13,192.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			410,968.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

Revenue

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	497,053.	770,195.	770,195.
	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 9	475,241.	38,840.	38,840.
	c Investments - corporate bonds STMT 10	2,264,698.	2,182,757.	2,182,757.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	5,337,255.	5,841,162.	5,841,162.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	8,574,247.	8,832,954.	8,832,954.	
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 <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	8,574,247.	8,832,954.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	8,574,247.	8,832,954.	
31 Total liabilities and net assets/fund balances	8,574,247.	8,832,954.		

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	8,574,247.
2 Enter amount from Part I, line 27a	2	<13,192.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	271,899.
4 Add lines 1, 2, and 3	4	8,832,954.
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	8,832,954.

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 11,693,816.		11,470,800.	292,807.

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			292,807.

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	292,807.
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))
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
2007			

2 Total of line 1, column (d)	2	.125322
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	.031330
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,829,435.
5 Multiply line 4 by line 3	5	276,626.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,110.
7 Add lines 5 and 6	7	280,736.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	424,160.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	4,110.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,110.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,110.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,055.	
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	7,055.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,945.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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) <input type="checkbox"/> 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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

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?

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?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	8,435,961.
b	Average of monthly cash balances	1b	527,932.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,963,893.
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	8,963,893.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	134,458.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,829,435.
6	Minimum investment return. Enter 5% of line 5	6	441,472.

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	441,472.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,110.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,110.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	437,362.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	437,362.
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	437,362.

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	424,160.
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	424,160.
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	4,110.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	420,050.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				437,362.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			414,465.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 424,160.				
a Applied to 2011, but not more than line 2a			414,465.	
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 2012 distributable amount				9,695.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				427,667.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT B	N/A			415,000.
Total			3a	415,000.
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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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: Prin. G. [Signature] Date: 7/18/2013 Title: President

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

Date _____

Check ☐ if
self-employed

PTIN

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** (2012)

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	CEDAR FAIR ENTERTAINMENT COMPANY	P	VARIOUS	VARIOUS
e	TEUCRIUM CORN FUND	P	VARIOUS	VARIOUS

f	THRU TEUCRIUM CORN FUND - SEC. 1250 CONTRACTS & S			
g	UNRECAPTURED SECTION 1250 GAIN			
h	THRU ADVANTAGE ADVISORS XANTHUS FUND			
i	CAPITAL GAINS DIVIDENDS			
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 1,072,807.		990,239.	82,568.
b 131,392.		122,872.	8,520.
c 10,367,899.		10,279,107.	88,792.
d 58,140.		48,687.	9,453.
e 18,250.		20,845.	<2,595.>
f 6,583.		9,050.	<2,467.>
g			<92.>
h			<593.>
i			283.
j			70,193.
k 38,745.			38,745.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			82,568.
b			8,520.
c			88,792.
d			9,453.
e			<2,595.>
f			<2,467.>
g			<92.>
h			<593.>
i			283.
j			70,193.
k			38,745.
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	292,807.
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	AMOUNT
MERRILL LYNCH WEALTH MANAGEMENT	11.
OPPENHEIMER & CO. INC.	26.
TD AMERITRADE INSTITUTIONAL	34.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	71.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OPPENHEIMER & CO. INC.	226,781.	38,745.	188,036.
TD AMERITRADE INSTITUTIONAL	20,556.	0.	20,556.
TOTAL TO FM 990-PF, PART I, LN 4	247,338.	38,745.	208,593.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
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FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	7,465.	0.		7,465.
TO FORM 990-PF, PG 1, LN 16B	7,465.	0.		7,465.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OPPENHEIMER & CO. INC.	31,521.	31,521.		0.
MERRILL LYNCH WEALTH MANAGEMENT	150.	150.		0.
TD AMERITRADE INSTITUTIONAL	29,424.	29,424.		0.
TO FORM 990-PF, PG 1, LN 16C	61,095.	61,095.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1.149.	1.149.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSOCIATION OF SMALL FOUNDATIONS	695.	0.		695.
NYS ANNUAL FILING FEE	250.	0.		250.
BANK FEES	8.	8.		0.
INSURANCE EXPENSE THRU ADVANTAGE ADVISERS	750.	0.		750.

TO FORM 990-PF, PG 1, LN 23	12,322.	10,021.	1,093.
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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN ON INVESTMENTS	271,899.
TOTAL TO FORM 990-PF, PART III, LINE 3	271,899.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A-9	38,840.	38,840.
TOTAL TO FORM 990-PF, PART II, LINE 10B	38,840.	38,840.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A-5	2,182,757.	2,182,757.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,182,757.	2,182,757.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A-7	FMV	3,488,450.	3,488,450.
COAST ACCESS III, LTD	FMV	10,777.	10,777.
ADVANTAGE ADVISERS XANTHUS FUND LLC	FMV	1,290,041.	1,290,041.
EXCHANGE TRADED FUNDS - SEE ATTACHMENT A-8	FMV	295,025.	295,025.
EXCHANGE TRADED FUNDS - SEE ATTACHMENT A-10	FMV	433,590.	433,590.
MUTUAL FUNDS - SEE ATTACHMENT A-8	FMV	323,279.	323,279.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,841,162.	5,841,162.

FORM 990-PF	OTHER REVENUE	STATEMENT	12
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DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
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Fixed Income*Corporate Bonds in Maturity Date Sequence*

Description	Trade Date /Acct. Type	Quantity	CUSIP/ Rating	Current Price	Current Value	EY	EAI
ESC LEHMAN BROS HLDGS INC B/E 7.2% DUE 08/15/09	04/17/2012 CASH	85,000 85,000	524ESC9Q5 NR / NR	23.37500	19,868.75 19,868.75	ST 7.000%	5,950
SLM CORP EDNOTES BOOK ENTRY B/E 4.7% DUE 08/15/13	04/28/2003 CASH	65,000 65,000	78490FCP2 BA1 / BBB-	100.35100	65,228.15 65,228.15	LT 4.700%	3,055
SLM CORP EDNOTES BOOK ENTRY B/E 4.85% DUE 03/15/14	11/24/2003 CASH	35,000 35,000	78490FHS1 BA1 / BBB-	100.78900	35,276.15 35,276.15	LT 4.850%	1,697
MORGAN STANLEY B/E 4.75% DUE 04/01/14	12/15/2010 01/06/2011 CASH	58,000 25,000 83,000	61748AAE6 61748AAE6 BAA2 / BBB+	103.54800	60,057.84 25,887.00 85,944.84	LT 4.750%	3,942
GATX CORP B/E 8.75% DUE 05/15/14	10/02/2012 CASH	70,000 70,000	36148AG8 BAA2 / BBB	110.04100	77,028.70 77,028.70	ST 8.750%	6,125
WELLS FARGO & CO NEW B/E 5% DUE 11/15/14	07/31/2003 CASH	65,000 65,000	949746CR0 A3 / A	107.27900	69,731.35 69,731.35	LT 5.000%	3,250
GMAC LLC B/E 6.75% DUE 12/01/14	08/11/2010 09/26/2011 CASH	5,000 4,000 9,000	37042SSL5 37042SSL5 B1 / B+	107.97300	5,398.65 4,318.92 9,717.57	LT 6.750%	607

Corporate Bonds in Maturity Date Sequence

Description	Trade Date / Act Type	Quantity	CUSIP / Rating	Current Price	Current Value	EY	EAI
WELLS FARGO & CO SR B/E 4.6% DUE 12/15/14 MTN	12/03/2004 CASH	35,000 35,000	9497C0BG9 A2 / A+	106.26900	37,194.15 37,194.15	LT 4.600%	1,610
GOLDMAN SACHS GROUP INC B/E 5.125% DUE 01/15/15 NOTE	12/01/2010 02/09/2012 CASH	50,000 20,000 70,000	38141GEA8 38141GEA8 A3 / A-	107.42800	53,714.00 21,485.60 75,199.60	LT ST 5.125%	3,587
ARAMARK CORP B/E 8.5% DUE 02/01/15 NOTE CALL 01/31/13 @102.125	07/14/2009 08/11/2010 CASH	8,000 7,000 15,000	038521AD2 038521AD2 B3 / B	100.50100	8,040.08 7,035.07 15,075.15	LT LT 8.500%	1,275
SELECT MEDICAL CORP B/E 7.625% DUE 02/01/15 NOTE CALL 02/01/13 @100	10/06/2009 CASH	1,000 1,000	816196AJ8 B3 / B-	100.12500	1,001.25 1,001.25	LT 7.625%	76
GEORGIA PAC CORP REG 7.7% DUE 06/15/15 DEB	01/21/2010 CASH	7,000 7,000	373298BM9 BAA2 / A	115.38000	8,076.60 8,076.60	LT 7.700%	539
JPMORGAN CHASE & CO B/E 2.6% DUE 01/15/16 NT,INV CO	01/06/2011 CASH	65,000 65,000	46625HHW3 A2 / A	103.95700	67,572.05 67,572.05	LT 2.600%	1,690
HCP INC B/E 3.75% DUE 02/01/16 NOTE	01/19/2011 08/26/2011 CASH	30,000 15,000 45,000	40414LAC3 40414LAC3 BAA1 / BBB+	106.13300	31,839.90 15,919.95 47,759.85	LT LT 3.750%	1,687
PRUDENTIAL FINL INC MTNS BOOK B/E 3% DUE 03/12/16 MTN	05/09/2011 CASH	70,000 70,000	744320BR5 BAA2 / A	105.58100	73,906.70 73,906.70	LT 3.000%	2,100
CITIGROUP INC B/E 3.953% DUE 06/15/16 NOTE	11/16/2011 CASH	85,000 85,000	172967FS5 BAA2 / A-	107.63600	91,490.60 91,490.60	LT 3.953%	3,360
TELEFONICA EMISIONES S A U FGN 6.421% DUE 06/20/16 NOTE	05/28/2009 CASH	70,000 70,000	87938WAB9 BAA2 / BBB	111.12500	77,787.50 77,787.50	LT 6.421%	4,494
HYATT HOTELS CORP B/E 3.875% DUE 08/15/16 NOTE CALL 07/15/16 @100	08/05/2011 CASH	85,000 85,000	448579AC6 BAA2 / BBB	106.48500	90,512.25 90,512.25	LT 3.875%	3,293
ONEOK PARTNERS LP B/E 6.15% DUE 10/01/16 NT,L P	07/07/2010 CASH	20,000 20,000	68268NAB9 BAA2 / BBB	116.40700	23,281.40 23,281.40	LT 6.150%	1,230 1.06

Corporate Bonds in Maturity Date Sequence

Description	Trade Date / Accr Type	Quantity	CUSIP / Rating	Current Price	Current Value	EY	EAI
SIMON PPTY GROUP LP B/E 2.8% DUE 01/30/17 NOTE CALL 10/30/16 @100	11/10/2011 CASH	35,000 35,000	828807CH8 A3 / A-	105.51900	36,931.65 36,931.65	LT 2.800%	980
GWR OPER PARTNERSHIP CALL 10.875% DUE 04/01/2017	12/20/2010 CASH	4,000 4,000	361990AB0 NR / BB-	113.75000	4,550.00 4,550.00	LT 10.875%	435
BLACKROCK INC B/E 6.25% DUE 09/15/17 NOTE	08/11/2009 CASH	45,000 45,000	09247XAC5 A1 / A+	122.20900	54,994.05 54,994.05	LT 6.250%	2,812
AT&T INC B/E 5.5% DUE 02/01/18 NOTE	05/29/2009 CASH	65,000 65,000	00206RAJ1 A2 / A-	119.12900	77,433.85 77,433.85	LT 5.500%	3,575
VANGUARD HEALTH HLDG CO II LLC B/E 8% DUE 02/01/18 NOTE CALL 02/01/14 @104	10/14/2010 CASH	20,000 20,000	92203PAE6 B3 / B-	103.50000	20,700.00 20,700.00	LT 8.000%	1,600
CINCINNATI BELL INC NEW B/E 8.75% DUE 03/15/18 NOTE CALL 03/15/14 @104.375	08/17/2010 CASH	40,000 40,000	171871AM8 B3 / CCC+	103.25000	41,300.00 41,300.00	LT 8.750%	3,500
PRESTIGE BRANDS IN B/E 8.25% DUE 04/01/18 NOTE CALL 04/01/14 @104.125	09/28/2010 CASH	4,000 4,000	74112BAE5 BA3 / BB-	110.87500	4,435.00 4,435.00	LT 8.250%	330
AMERICAN RENAL HOLDINGS INC B/E 8.375% DUE 05/15/18 NOTE CALL 05/15/13 @104.188	06/02/2011 CASH	10,000 10,000	029229AB7 B1 / B	105.25000	10,525.00 10,525.00	LT 8.375%	837
UHS ESCROW CORP B/E 7% DUE 10/01/18 NOTE CALL 10/01/14 @103.500	10/21/2011 CASH	12,000 12,000	902730AC4 B1 / B+	110.25000	13,230.00 13,230.00	LT 7.000%	840
PACIFICORP B/E 5.5% DUE 01/15/19 MTGE	07/09/2009 CASH	70,000 70,000	695114CK2 A2 / A	120.89800	84,628.60 84,628.60	LT 5.500%	3,850
BURLINGTON COAT FACTORY B/E 10% DUE 02/15/19 NOTE CALL 02/15/15 @105	03/19/2012 CASH	40,000 40,000	121579AG1 CAA1 / CCC	108.00000	43,200.00 43,200.00	ST 10.000%	4,000

Corporate Bonds in Maturity Date Sequence

Description	Trade Date / Acct Type	Quantity	CUSIP / Rating	Current Price	Current Value	EY	EAI
DEL MONTE CORP B/E 7 625% DUE 02/15/19 NOTE CALL 02/15/14 @103 813	02/23/2012 CASH	3,000 3,000	245217AS3 B3 / CCC+	104.25000	3,127.50 3,127.50	ST 7 625%	228
TASEKO MINES LTD B/E 7 75% DUE 04/15/19 MTN CALL 04/15/15 @103 875	04/13/2011 CASH	9,000 9,000	876511AB2 B3 / B	96.25000	8,662.50 8,662.50	LT 7 750%	697
AMC ENTERTAINMENT INC B/E 8 75% DUE 06/01/19 NOTE CALL 06/01/14 @104 375	03/31/2011 CASH	20,000 20,000	001654AB4 B2 / B-	110.75000	22,150.00 22,150.00	LT 8.750%	1,750
VALE OVERSEAS LTD FGN 5.625% DUE 09/15/19 NOTE	09/30/2009 CASH	80,000 80,000	91911TAJ2 BAA2 / A-	114.00000	91,200.00 91,200.00	LT 5 625%	4,500
BOSTON PPTY'S LTD PARTNERSHIP B/E 5 875% DUE 10/15/19 NOTE	11/19/2009 CASH	55,000 55,000	10112RAQ7 BAA2 / A-	119.24100	65,582.55 65,582.55	LT 5.875%	3,231
JARDEN CORP B/E 7 5% DUE 01/15/20 NOTE CALL 01/15/15 @103 750	01/21/2010 CASH	5,000 5,000	471109AD0 B2 / B	109.75000	5,487.50 5,487.50	LT 7 500%	375
CBS CORP NEW B/E 5 75% DUE 04/15/20 NOTE	03/30/2010 02/03/2011 CASH	40,000 20,000 60,000	124857AD5 124857AD5 BAA2 / BBB	119.77600	47,910.40 23,955.20 71,865.60	LT LT 5 750%	3,450
KAISER ALUMINUM CORP B/E 8 25% DUE 06/01/20 NOTE CALL 06/01/16 @104 125	09/13/2012 CASH	7,000 7,000	483007AE0 BA3 / BB-	109.00000	7,630.00 7,630.00	ST 8 250%	577
NEWS AMER INC B/E 5 65% DUE 08/15/20 NOTE	11/04/2011 CASH	50,000 50,000	652482BX7 BAA1 / BBB+	121.36500	60,682.50 60,682.50	LT 5.650%	2,825
DIRECTV HLDGS LLC / DIRECTV B/E 4 6% DUE 02/15/21 NOTE	03/21/2011 05/16/2012 CASH	25,000 20,000 45,000	25459HAW5 25459HAW5 BAA2 / BBB	108.25400	27,063.50 21,650.80 48,714.30	LT ST 4 600%	2,070
TIME WARNER CABLE INC B/E 4.125% DUE 02/15/21 NOTE CALL 11/15/20 @100	08/02/2012 CASH	15,000 15,000	88732JAX6 BAA2 / BBB	109.51200	16,426.80 16,426.80	ST 4.125%	618

Corporate Bonds in Maturity Date Sequence

Description	Trade Date /Acct Type	Quantity	CUSIP/ Rating	Current Price	Current Value	EY	EAI
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	107.00000	53,500.00 53,500.00	ST 7.500%	3,750
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	45924TAG0 B3 / B	110.25000	40,792.50 40,792.50	ST 7.500%	2,775
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 / CCC+	106.25000	15,937.50 15,937.50	ST 8.125%	1,218
CENTURYLINK INC B/E 5.8% DUE 03/15/22 NOTE	09/17/2012 CASH	45,000 45,000	156700AS5 BAA3 / BB	105.71300	47,570.85 47,570.85	ST 5.800%	2,610
NOBLE HOLD INT LTD FGN 3.95% DUE 03/15/22 NOTE	02/07/2012 CASH	75,000 75,000	65504LAJ6 BAA1 / BBB+	107.22000	80,415.00 80,415.00	ST 3.950%	2,962
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	695156AP4 BAA3 / BBB	103.55500	10,355.50 10,355.50	ST 3.900%	390
WESTVACO CORP B/E 8.2% DUE 01/15/30 DEB	04/04/2012 CASH	70,000 70,000	961548AV6 BAA3 / BBB	131.94300	92,360.10 92,360.10	ST 8.200%	5,740
VODAFONE GROUP PLC NEW B/E 6.15% DUE 02/27/37 NOTE	07/09/2009 CASH	58,000 58,000	92857VAAQ3 A3 / A-	132.26800	76,715.44 76,715.44	LT 6.150%	3,567
SUB-TOTAL CORPORATE BONDS				2,034,000	2,182,756.90		115,668
TOTAL FIXED INCOME				2,034,000	2,182,756.90		115,668

Mutual Funds*Open End Funds*

Description	Open Tran	Quantity
ALGER SPECTRA FUND CLASS A OPEN END SYMBOL: SPECX	Purchases	21,082.8340
CALAMOS MKT NEUTRAL FD A OPEN END SYMBOL: CVSIX	Purchases	5,568.5470
COHEN & STEERS REALTY SHS OPEN END SYMBOL: CSRSX	Purchases	2,664.4150
CULLEN HIGH DIVIDEND EQUITY FD OPEN END SYMBOL: CHDEX	Purchases	62,842.7000
DELAWARE DIVERSIFIED INCM FD A OPEN END SYMBOL: DPDFX	Purchases	55,055.4070
DIAMOND HILL LONG-SHORT FD A OPEN END SYMBOL: DIAMX	Purchases	12,132.0390
GATEWAY FUND CLASS A OPEN END SBI/CBI SYMBOL: GATEX	Purchases	7,746.8620

Current Price	Market Value
13.72000	289,256.48
12.65000	289,256.48
70.442 11	70,442 11
64.57000	172,041.27
172,041.27	172,041.27
13.89000	872,885.10
872,885 10	872,885 10
9.35000	514,768.05
514,768.05	514,768.05
18.15000	220,196.50
220,196 50	220,196 50
27.12000	210,094.89
210,094.89	210,094.89

EY	EAI	Est Yield to Net Cost
1.195%	842	1.30
2.127%	3,660	2.12
2.184%	19,068	2.68
3.637%	18,725	3.55
0.090%	198	0.10
1.721%	3,617	1.88

Open End Funds

Description	Open Tran	Quantity
IWA WORLDWIDE FD CL A		31,622.6580
OPEN END		
SYMBOL IWAX	Purchases	31,622.6580
IVY ASSET STRATEGY FD A		7,271.0540
OPEN END		
SYMBOL WASAX	Purchases	7,271.0540
MAINSTAY CONVERTIBLE FD CL A		16,785.1810
OPEN END		
SYMBOL MCOAX	Purchases	16,785.1810
MERGER FUND-SBI		8,743.5890
OPEN END SBI/CBI		
SYMBOL MERFX	Purchases	8,743.5890
ALTECRIS MANAGED FUTURES STRAT		7,160.8910
FUND CLASS A		
OPEN END		
SYMBOL MFTAX	Purchases	7,160.8910

SUB-TOTAL OPEN END FUNDS..... ..

TOTAL MUTUAL FUNDS..... ..

Current Price	Market Value
15.90000	502,800.26
	502,800.26
25.88000	188,174.87
	188,174.87
14.43000	242,210.16
	242,210.16
15.83000	138,411.01
	138,411.01
9.38000	67,169.15
	67,169.15
	3,488,449.85
	3,488,449.85

EY	EAI	Est. Yield to Net Cost
1.914%	9,625	1.89
2.596%	4,886	2.97
2.461%	5,961	2.38
1.637%	2,267	1.66

68,853

68,853

EXCHANGE TRADED FUNDS (ETFs)

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value
VANGUARD	VTI	12/21/12	4,026	\$73.28	\$295,025.28
TOTAL STOCK MARKET ETF					
TOTAL EXCHANGE TRADED FUNDS (ETFs)					\$295,025.28
TOTAL EXCHANGE TRADED FUNDS- LONG POSITION					295,025.28

MUTUAL FUNDS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value
AMERICAN CENTURY EQUITY INCM FD INV	TWEIX	12/21/12	5,850.619	\$7.82	\$45,751.84
JANUS HIGH-YIELD FD T	JAHYX	12/21/12	8,458.244	9.32	78,830.83
LOOMIS SAYLES FDS I BOND FUND RETAIL CL	LSBRX	12/21/12	6,553.56	15.06	98,696.61
MAINSTAY FLOATING RATE A	MXFAX	12/21/12	10,460.251	9.56	100,000.00
TOTAL MUTUAL FUNDS					\$323,279.28

STOCKS					
Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value
BERKSHIRE HATHAWAY INC DEL CL B	BRK B	12/21/12	433	\$89.70	\$38,840.10
TOTAL STOCKS					\$38,840.10
TOTAL STOCKS- LONG POSITION					38,840.10

EXCHANGE TRADED FUNDS (ETFs)				
Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
ISHARES CORE S&P MID-CAP ETF	IJH	1,495	\$101.70	\$152,041.50
ISHARES BARCLAYS 3-7 YR TREAS BOND FD	IEI	1,016	123.22	125,191.52
PROSHARES ULTRA 7-10 YEAR TREASURY	UST	1,573	56.75	89,267.75
PROSHARES ULTRA MIDCAP400	MVV	906	74.05	67,089.30
TOTAL EXCHANGE TRADED FUNDS (ETFs)				\$433,590.07
TOTAL EXCHANGE TRADED FUNDS- LONG POSITION				433,590.07

The Brian A.
McCarthy
 FOUNDATION

HOME	GENERAL INFO	GRANTS	PF-990s	CONTACT	HELP
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Grants for 2012

Recipient	Foundation status of recipient	Purpose of grant	Amount
Ali Forney Center 224 W. 35th Street Suite 1102 New York NY 10001 EIN: 30-0104507 www.aliforneycenter.org	501(c)(3) public charity	Funding for the opening and operation of the nation's first 24-Hour Drop-In Center for homeless LGBT youth. Programs will include 24 Hour Access to Meals, Showers, Clothing and Laundry, 24 hour HIV support services, 24 hour Mental Health Services and Overnight case management.	\$100,000.00
The American Foundation for AIDS Research 120 Wall Street New York NY 10011 EIN: 13-3163817 www.amfar.org	501(c)(3) public charity	Funding for cure focused amfAR Research Consortium on HIV Eradication (ARCHE) which provides grants to teams of researchers who collaborate on interrelated projects and share findings within a consortium.	\$50,000.00
The Lesbian, Gay, Bisexual & Transgender Community Center 208 West 13th Street New York NY 10011 EIN: 13-3217805 www.gaycenter.org	501(c)(3) public charity	Funding for the Center's Youth Enrichment Services (YES Program) including youth leader training for summer camp, and maintenance of youth meeting groups including Life Skills, Young Men's Group, Young Women's Group, Boys Like Us, and Education Drop-in/Study Hall	\$40,000.00
Callen-Lorde Community Health Center 356 W 18th Street New York NY 10011 EIN: 13-3409680 www.callen-lorde.org	501(c)(3) public charity	General support during the 2012-2013 period to allow for continued service to uninsured patients, including innovative services targeting emerging community needs such as transgender health, achievement of mental health licensure, HIV prevention and outreach, health outreach to teens, and women's health services.	\$50,000.00
Harlem United Community AIDS Center, Inc 306 Lenox Avenue, 3RD Fl. New York NY 10027 EIN: 13-3461695	501(c)(3) public charity	Support for Helping our Members Evolve (HOME) Program. This includes renovating the HOME Youth Space to help create an inviting and comfortable atmosphere for HOME	\$25,000.00

Attachment B

www.harlemunited.org		clients.
New York City Anti-Violence Project, Inc. 240 West 35th Street, Suite 200 New York NY 10001 EIN: 13-3217805 www.avp.org		General operating during the 2012/2013 budget year to support your programmatic work as well as additional efforts and objectives (outlined in your grant proposal), that will strengthen AVP's capability to work collaboratively within New York City to address the violence affecting LGBTQ communities.
	501(c)(3) public charity	\$50,000.00
New York City Anti-Violence Project, Inc. 240 West 35th Street, Suite 200 New York NY 10001 EIN: 13-3217805 www.avp.org		Funding for Community-Based Direct Services programming combining targeted outreach and direct client service provision for all types of violence in eight locations throughout New York City.
	501(c)(3) public charity	\$50,000.00
WGBH Educational Foundation One Guest Street Boston MA 02135 EIN: 13-3015230 www.wgbh.org		Funding for the production of the Frontline documentary AIDS in Black America to help allow for the expansion of the program from one hour to two hours.
	501(c)(3) public charity	\$50,000.00
Total for 2012 \$415,000.00		
Brian A McCarthy Foundation, Inc 2010		

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	BRIAN A. MCCARTHY FOUNDATION, INC.	26-2804661
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10022	

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

0 4

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

THE FOUNDATION

- The books are in the care of ► C/O O'CONNOR DAVIES, LLP, 665 FIFTH AVE - NY, NY 10022

Telephone No. ► 212-286-2600

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2012 or
- ☐ tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	7,055.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	7,055.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)