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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

For calendar year **2009**, or tax year beginning **2009**, and ending **20**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **O'CONNOR FAMILY FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **535 MADISON AVENUE**
Room/suite: **23RD FLOOR**

City or town, state, and ZIP code: **NEW YORK, NY 10022**

A Employer identification number: 13-7557714

B Telephone number (see page 10 of the instructions): (212) 308-7700

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **5,331,947.**

J Accounting method: Cash, Accrual, Other (specify) _____

C If exemption application is pending, check here

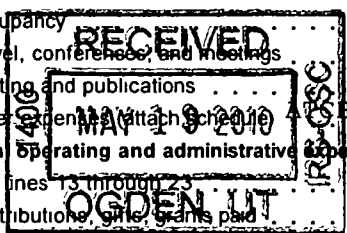
D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		18,793.	18,793.		ATCH 1
4 Dividends and interest from securities		188,291.	188,291.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		65,096.			
b Gross sales price for all assets on line 6a		1,661,243.			
7 Capital gain net income (from Part IV, line 2)			65,096.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		-53,544.	-64,700.		ATCH 3
12 Total. Add lines 1 through 11		218,636.	207,480.		
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 4		16,514.	8,257.	0.	8,257.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions) **		1,554.	608.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other (attach schedule) ATCH 6		20,889.	20,599.		290.
24 Total. Operating and administrative expenses. Add lines 13 through 23		38,957.	29,464.	0.	8,547.
25 Contributions, gifts, grants, etc., received		268,506.			268,506.
26 Total expenses and disbursements. Add lines 24 and 25		307,463.	29,464.	0.	277,053.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-88,827.			
b Net investment income (if negative, enter -0-)			178,016.		
c Adjusted net income (if negative, enter -0-)				-0-	

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Part II Balance Sheets

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

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	1,178,499.	733,555.	733,555.
3 Accounts receivable			
Less: allowance for doubtful accounts			
4 Pledges receivable			
Less: allowance for doubtful accounts			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule)			
Less: allowance for doubtful accounts			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U.S. and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) <u>ATCH 7</u>	509,563.	764,398.	734,428.
c Investments - corporate bonds (attach schedule) <u>ATCH 8</u>	3,102,250.	3,184,412.	3,509,249.
11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) <u>ATCH 9</u>	433,793.	452,118.	346,677.
14 Land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)			
15 Other assets (describe <u>ATCH 10</u>)	7,272.	8,038.	8,038.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item l)	5,231,377.	5,142,521.	5,331,947.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)			
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	5,231,377.	5,142,521.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
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 (see page 17 of the instructions)	5,231,377.	5,142,521.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,231,377.	5,142,521.	

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	5,231,377.
2 Enter amount from Part I, line 27a	2	-88,827.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	5,142,550.
5 Decreases not included in line 2 (itemize) <u>ATTACHMENT 11</u>	5	29.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,142,521.

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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	65,096.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8,					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	191,809.	5,019,523.	0.038213
2007	9,917.	4,205,426.	0.002358
2006	0.	2,006,536.	0.000000
2005			
2004			

2 Total of line 1, column (d)	2	0.040571
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.013524
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,949,614.
5 Multiply line 4 by line 3	5	66,939.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,780.
7 Add lines 5 and 6	7	68,719.
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 on page 18	8	277,053.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,808.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Activities include political campaign influence, unrelated business income, and substantial contributors.

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14 The books are in care of ▶ O'CONNOR CAPITAL PARTNERS Telephone no ▶ 212-308-7700				
Located at ▶ 535 MADISON AVENUE NEW YORK, NY ZIP + 4 ▶ 10022				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N/A		<input type="checkbox"/>
				15

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 page 20 of the instructions)? <input type="checkbox"/>	1b	N/A
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 2009? <input type="checkbox"/>	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) <input type="checkbox"/>	2b	N/A
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 2009 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 2009.) <input type="checkbox"/>	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2009? <input type="checkbox"/>	4b	X

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

5a During the year did the foundation pay or incur any amount to: (1) Carry on propoganda, or otherwise attempt to influence legislation... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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... 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

Table with 5 columns: (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. Row 1: ATTACHMENT 12, 0, 0, 0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

Table with 5 columns: (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. Row 1: NONE.

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,240,956.
b	Average of monthly cash balances	1b	784,033.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	5,024,989.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,024,989.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	75,375.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,949,614.
6	Minimum investment return. Enter 5% of line 5	6	247,481.

Part XI Distributable Amount (see page 25 of the 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	247,481.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,780.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,780.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	245,701.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	245,701.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	245,701.

Part XII Qualifying Distributions (see page 25 of the 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	277,053.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	277,053.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,780.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	275,273.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				245,701.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			238,457.	
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 277,053.				
a Applied to 2008, but not more than line 2a			238,457.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				38,596.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				207,105.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	0.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

JOAN B. O'CONNOR, JEREMIAH W. O'CONNOR

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATTACHMENT 13</p>				
Total.				268,506.
<p>b Approved for future payment</p> <p>NONE</p>				0.
Total.				0.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,769.	
1,614,815.		BANK OF AMERICA - STATEMENT A PROPERTY TYPE: SECURITIES 1,576,904.				P	VARIOUS	VARIOUS
		LINN ENERGY LLC PROPERTY TYPE: SECURITIES 9,988.				P	02/04/2009	02/05/2009
10,012.		THRU ATLAS PIPELINE PTRS K-1 (S-T) PROPERTY TYPE: SECURITIES 490.				P	VARIOUS	VARIOUS
		THRU ATLAS PIPELINE PTRS K-1 (L-T) PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
5,492.							5,492.	
		70. KFW MARKET VECTORS - PUT PROPERTY TYPE: SECURITIES -14,345.				P	08/26/2008	01/22/2009
-35,215.							-20,870.	
		70. KFW MARKET VECTORS - CALL PROPERTY TYPE: SECURITIES -22,045.				P	08/26/2008	01/22/2009
-17,015.							5,030.	
		-70. KFW MARKET VECTORS - PUT PROPERTY TYPE: SECURITIES 45,155.				P	08/26/2008	01/22/2009
73,285.							28,130.	
		THRU ATLAS PIPELINE PTRS K-1 (SEC. 1231) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
8,100.							8,100.	
TOTAL GAIN (LOSS)							<u>65,096.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF AMERICA - CHECKING	2.	2.
BANK OF AMERICA - INTEREST	5,542.	5,542.
BANK OF AMERICA - U.S. INTEREST	1,928.	1,928.
BANK OF AMERICA - OID U.S. INTEREST	4,880.	4,880.
BANK OF AMERICA-BOND ACCRETION/DISCOUNT	93.	93.
ATLAS PIPELINE PARTNERS LP	5,932.	5,932.
INTERNAL REVENUE SERVICE	416.	416.
TOTAL	<u>18,793.</u>	<u>18,793.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF AMERICA - DIVIDEND	186,416.	186,416.
BANC OF AMERICA INVESTMENT SERVICES	1,875.	1,875.
TOTAL	<u>188,291.</u>	<u>188,291.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLAS PIPELINE PARTNERS LP	-64,700.	-64,700.
BANK OF AMERICA - RETURN OF CAPITAL	2,343.	
IRS REFUND	8,813.	
TOTALS	<u>-53,544.</u>	<u>-64,700.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FTI - SCHONBRAUN MCCANN GROUP	16,514.	8,257.		8,257.
TOTALS	<u>16,514.</u>	<u>8,257.</u>	<u>0.</u>	<u>8,257.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX	608.	608.
FEDERAL EXCISE TAX	946.	
TOTALS	<u>1,554.</u>	<u>608.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NYS FILING FEE	250.		250.
INVESTMENT ADVISORY FEES	20,549.	20,549.	
BANK FEES	80.	40.	40.
B OF A - MISC. EXPENSE	10.	10.	
TOTALS	<u>20,889.</u>	<u>20,599.</u>	<u>290.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BANK OF AMERICA - STMT C	852,799.	734,428.
BASIS ADJ.-ATLAS PIPELINE PTRS	-88,401.	
TOTALS	<u>764,398.</u>	<u>734,428.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BANK OF AMERICA - STMT C	3,184,412.	3,509,249.
TOTALS	<u>3,184,412.</u>	<u>3,509,249.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
25,000 ISTAR FINL INC	224,495.	64,000.
6,689 DOW JONES COMMODITY INDX	227,623.	282,677.
TOTALS	<u>452,118.</u>	<u>346,677.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM BROKER	8,038.	8,038.
TOTALS	<u>8,038.</u>	<u>8,038.</u>

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

DESCRIPTION

AMOUNT

ATLAS PIPELINE (K-1)-NONDEDUCTIBLE EXP

29.

TOTAL

29.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROGER D. TURNER 825 EIGHTH AVENUE NEW YORK, NY 10019	TRUSTEE 0.00	0.	0.	0.
JEREMIAH W. O'CONNOR 293 PONDFIELD ROAD BRONXVILLE, NY 10708	TRUSTEE 0.00	0.	0.	0.
JOAN B. O'CONNOR 293 PONDFIELD ROAD BRONXVILLE, NY 10708	TRUSTEE 0.00	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE STATEMENT B	UNRESTRICTED	268,500
THRU ATLAS PIPELINE PARTNERS LP (K-1)	UNRESTRICTED	6.
<u>TOTAL CONTRIBUTIONS PAID</u>		<u>268,506</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
--------------------	--------------------------	---------------	---------------------------	---------------	--

ATLAS PIPELINE PARTNERS TRU (K-1)					
RETURN OF CAPITAL			01	-64,700.	
IRS TAX REFUND			01	2,343.	
			01	8,813.	

TOTALS

-53,544.

Capital Gains and Losses

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

2009

Name of estate or trust O'CONNOR FAMILY FOUNDATION	Employer identification number 13-7557714
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Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	49,735.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	49,735.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	13,592.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,769.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	15,361.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			49,735.
14 Net long-term gain or (loss):				
a Total for year	14a			15,361.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a	15			65,096.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16 ()
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	25		
26 Subtract line 25 from line 24.	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22.	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	34		



IM O'CONNOR FAMILY FOUNDATION

Proceeds From Broker Transactions

This section reports your proceeds from sales during the year. We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. Wash sales are reported with tax cost equal to proceeds. Disallowed losses from wash sales have been added to the tax cost of the repurchased securities. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes all assets held 12 months or less.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
GOVERNMENT NATL MTG ASSN	36294SY27	567 66	12/22/08	01/15/09	\$567 66	\$587.88	\$-20.22
DU PONT E I DE NEMOURS & CO	263534BU2	100000	12/10/08	02/02/09	\$103,682.00	\$96,812.49	\$6,869.51
BERKSHIRE HATHAWAY FIN CORP	084664AR2	100000	12/05/08	02/02/09	\$102,590.00	\$101,322.00	\$1,268.00
CISCO SYS INC SR NT	17275RAC6	100000	12/03/08	02/02/09	\$107,491.00	\$99,165.00	\$8,326.00
PEPSICO INC SR NT	713448BH0	100000	12/03/08	02/02/09	\$105,332.00	\$97,851.00	\$7,481.00
JPMORGAN CHASE & CO SR NT	46625HGG9	100000	12/05/08	02/02/09	\$102,566.00	\$101,265.00	\$1,301.00
INTERNATIONAL BUSINESS MACHS CORP	459200GJ4	100000	12/05/08	02/02/09	\$106,956.00	\$99,949.00	\$7,007.00
GOVERNMENT NATL MTG ASSN	36294SY27	121161 71	12/22/08	02/02/09	\$125,099.47	\$125,478.10	\$-378.63
GOVERNMENT NATL MTG ASSN	36294SY27	6494.11	12/22/08	02/15/09	\$6,494.11	\$6,725.47	\$-231.36
STANDARDS & POORS DEP RCPTS TR SER I	78462F103	720	01/30/09	04/02/09	\$60,256.46	\$59,967.00	\$289.46
STANDARDS & POORS DEP RCPTS TR SER I	78462F103	1200	02/26/09	04/17/09	\$103,725.33	\$93,324.00	\$10,401.33
STANDARDS & POORS DEP RCPTS TR SER I	78462F103	475	01/30/09	04/17/09	\$41,057.95	\$39,561.56	\$1,496.39
ISHARES TR GOLDMAN SACHS CORP BD	464287242	500	02/10/09	06/02/09	\$49,098.74	\$49,340.00	\$-241.26
VANGUARD FIXED INCOME SECS FD INC	922031794	121.07	05/29/09	06/02/09	\$1,284.55	\$1,289.40	\$-4.85
VANGUARD FIXED INCOME SECS FD INC	922031794	8.79	03/31/09	06/02/09	\$93.30	\$93.30	\$0.00
VANGUARD FIXED INCOME SECS FD INC	922031794	18885.74	12/19/08	06/02/09	\$200,377.72	\$200,000.00	\$377.72
VANGUARD FIXED INCOME SECS FD INC	922031794	4712.42	03/09/09	06/02/09	\$49,998.77	\$49,857.39	\$141.38
ISHARES TR GOLDMAN SACHS CORP BD	464287242	500	12/29/08	06/02/09	\$49,098.74	\$50,385.75	\$-1,287.01



Short term transactions

This category includes all assets held 12 months or less.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
VANGUARD FIXED INCOME SECS FD INC	922031794	9442 87	12/19/08	06/02/09	\$100,188.86	\$100,000.00	\$188.86
ISHARES TR GOLDMAN SACHS CORP BD	464287242	2000	12/26/08	06/02/09	\$196,394.94	\$201,455.00	\$-5,060.06
VANGUARD FIXED INCOME SECS FD INC	922031794	108 41	03/31/09	06/02/09	\$1,150.22	\$1,156.73	\$-6.51
VANGUARD FIXED INCOME SECS FD INC	922031794	123 56	04/30/09	06/02/09	\$1,310.97	\$1,318.38	\$-7.41
Total short term gain/loss from sales:					\$1,614,814.79	\$1,576,904.45	\$37,910.34

Part XV - line 3a - Grants and Contributions Paid During the Year

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)				
Lost Tree Village Charitable Foundation 11555 Lost Tree Way North Palm Beach, FL 33408	N/A	Public	General support	5,000
Catholic Relief Services 228 West Lexington Street Baltimore, MD 21201	N/A	Public	General support	50,000
Cape Cod Healthcare Foundation Post Office Box 370 Hyannis, MA 02601	N/A	Public	General support	5,000
Memorial Sloan Kettering Cancer Center 1275 York Avenue New York, NY 10065	N/A	Public	General support	10,000
Our Lady of Florida Spiritual Center 1300 US Highway One North Palm Beach, FL 33408	N/A	Public	General support	20,000
Save Our Sound 4 Barnstable Road Hyannis, MA 02601	N/A	Public	General support	10,000
Partners in Health P.O. Box 845578 Boston, MA 02284-5578	N/A	Public	General support	100,000
Church of the Assumption 53 Winter Hill Road Tuckahoe, NY 10707	N/A	Public	General support	5,000
College of the Holy Cross 1 College Street Worcester, MA 01610	N/A	Public	General support	50,000
Elizabeth Seton Academy 2220 Dorchester Avenue Dorchester Ctr, MA 02124	N/A	Public	General support	2,500
Inner-City Scholarship Fund 1011 First Avenue, Suite 1400 New York, NY 10022	N/A	Public	General support	5,000

Part XV - line 3a - Grants and Contributions Paid During the Year

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)				
The Cape Cod Community College Educational Foundation 2240 Iyannough Road West Barnstable, MA 02668	N/A	Public	General support	1,000
Stamford Hospital Foundation - Dream Ball 1351 Washington Boulevard, Suite 202 Stamford, CT 06902	N/A	Public	General support	5,000
Total				268,500

Settlement Date



Portfolio Detail

Account: 80-09-900-1192137 IM O'CONNOR FAMILY FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value / Market Price	% of Total	Average Unit Cost	Tax Cost / Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld / YTM
Cash/Currency										
Cash Equivalents										
285,388.860	BLACKROCK TEMP FUND INSTL SHARES (FORMERLY PROVIDENT) (Income Investment)	743884579	\$285,388.86	5.4%	\$285,388.86	1,000	\$0.00	\$32.17	\$305.37	0.1%
441,376.530	BLACKROCK TEMP FUND INSTL SHARES (FORMERLY PROVIDENT)	743884579	441,376.53	8.3	441,376.53	1,000	0.00	68.13	472.27	0.1
Total Cash Equivalents			\$726,765.39	13.7%	\$726,765.39		\$0.00	\$100.30	\$777.64	0.1%
Total Cash/Currency			\$726,765.39	13.7%	\$726,765.39		\$0.00	\$100.30	\$777.64	0.1%

Equities

(2) Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities					
U.S. Large Cap									
330,000	CATERPILLAR INC Ticker: CAT	149123101 IND	\$18,806.70	0.4%	\$10,219.28	\$8,587.42	\$0.00	\$554.40	2.9%
1,708,000	CONOCOPHILLIPS Ticker: COP	20825C104 ENR	87,227.56	1.6	135,398.55	-48,170.99	0.00	3,416.00	3.9
432,000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	14,545.44	0.3	10,008.36	4,537.08	0.00	708.48	4.9
284,000	HEWLETT PACKARD CO Ticker: HPQ	428236103 IFT	14,628.84	0.3	9,922.05	4,706.79	22.72	90.88	0.6
173,000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	11,142.93	0.2	10,005.54	1,137.39	0.00	339.08	3.0
7,414,000	MARKET VECTORS GOLD MINERS ETF Ticker: GDx	57060U100 OEq	342,600.94	6.4	276,452.85	66,148.09	0.00	822.95	0.2
579,000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	17,647.92	0.3	10,015.25	7,632.67	0.00	301.08	1.7

AO0053504



Settlement Date

Portfolio Detail

Account: 80-09-900-1192137 IM O'CONNOR FAMILY FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)										
U.S. Large Cap (cont)										
183,000	3M CO Ticker: MMM	88579Y101 IND	15,128.61 82.670	0.3	9,885.20 54.017		5,243.41	0.00	373.32	2.5
	Total U.S. Large Cap		\$521,728.94	9.8%	\$471,907.08		\$49,821.86	\$22.72	\$5,606.19	1.3%
U.S. Mid Cap										
129,000	FLUOR CORP COM NEW Ticker: FLR	343412102 IND	\$5,810.16 45.040	0.1%	\$5,071.42 39.313		\$738.74	\$16.13	\$64.50	1.1%
457,000	NYSE EURONEXT Ticker: NYX	629491101 FIN	11,562.10 25.300	0.2	10,016.30 21.918		1,545.80	0.00	548.40	4.7
	Total U.S. Mid Cap		\$17,372.26	0.3%	\$15,087.72		\$2,284.54	\$16.13	\$612.90	3.5%
U.S. Small Cap										
8,000,000	ATLAS PIPELINE PARTNERS LP UNIT LP INT Ticker: APL	049392103 OEQ	\$78,480.00 9.810	1.5%	\$238,993.00 29.874		-\$160,513.00	\$0.00	\$4,800.00	6.1%
	Total U.S. Small Cap		\$78,480.00	1.5%	\$238,993.00		-\$160,513.00	\$0.00	\$4,800.00	6.1%
International Developed										
244,000	FOSTER WHEELER AG SWITZERLAND Ticker: FWLT	H27178104 IND	\$7,183.36 29.440	0.1%	\$4,894.03 20.058		\$2,289.33	\$0.00	\$0.00	0.0%
	Total International Developed		\$7,183.36	0.1%	\$4,894.03		\$2,289.33	\$0.00	\$0.00	0.0%
Emerging Markets										
2,300,000	PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR BRAZIL Ticker: PBR	71654V408 ENR	\$109,664.00 47.680	2.1%	\$121,917.77 53.008		-\$12,253.77	\$527.85	\$818.80	0.7%
	Total Emerging Markets		\$109,664.00	2.1%	\$121,917.77		-\$12,253.77	\$527.85	\$818.80	0.7%
	Total Equities		\$734,428.56	13.8%	\$852,799.60		-\$118,371.04	\$566.70	\$12,837.89	1.7%

Settlement Date



Portfolio Detail

Account: 80-09-900-1192137 IM O'CONNOR FAMILY FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM			
Fixed Income													
Investment Grade Taxable													
2016													
108,914.000	UNITED STATES TREAS NT INFLATION INDEX DTD 01/17/06 2.000% DUE 01/15/16 Moody's: AAA S&P: AAA	912828ET3	\$115,015.36 105.602	2.2%	\$109,613.91 100.643		\$5,401.45	\$1,006.27	\$2,178.28	1.9% 0.9			
2017													
107,193.000	UNITED STATES TREAS NT INFLATION INDEX DTD 01/16/07 2.375% DUE 01/15/17 Moody's: AAA S&P: AAA	912828GD6	115,777.02 108.008	2.2	110,724.83 103.295		5,052.19	1,176.06	2,545.83	2.2 1.1			
123,218.464	COLUMBIA STRATEGIC INCOME FUND CLASS Z SHARES	19765L694	712,202.72 5.780	13.4	632,706.90 5.135		79,495.82	0.00	37,458.41	5.3			
4,000.000	ISHARES BARCLAYS AGGREGATE BD FUND	464287Z26	412,760.00 103.190	7.8	406,560.00 101.640		6,200.00	1,206.40	16,040.00	3.9			
20,047.929	LOQMIS SAYLES BOND FUND INSTL CL	543495840	267,439.37 13.340	5.0	215,067.31 10.728		52,372.06	0.00	15,577.24	5.8			
73,696.625	PIMCO TOTAL RETURN FUND INSTL	693390700	795,923.55 10.800	15.0	743,686.26 10.091		52,237.29	2,556.19	43,702.10	5.5			
132.762	VANGUARD GNMA FUND ADMIRAL SHS	922031794	1,412.59 10.640	0.0	1,401.52 10.557		11.07	0.00	56.95	4.0			
Total Investment Grade Taxable							\$2,420,530.61	45.5%	\$2,219,760.73	\$200,769.88	\$5,944.92	\$117,558.81	4.9%
International Developed Bonds													
36,390.292	PIMCO FOREIGN BOND FUND UNHEDGED INSTL CL	722005220	\$364,266.82 10.010	6.9%	\$310,865.87 8.543		\$53,400.95	\$0.00	\$13,064.11	3.6%			
2,000.000	SPDR SER TR DB INTL GOVT INFLATION-PROTECTED ETF	78464A490	111,720.00 55.860	2.1	95,450.00 47.730		16,260.00	0.00	10,108.00	9.0			
Total International Developed Bonds							\$475,986.82	9.0%	\$406,325.87	\$69,660.95	\$0.00	\$23,172.11	4.9%
Global High Yield Taxable													
4,000.000	ISHARES IBOX \$ HIGH YIELD CORP BD FUND	464288513	\$351,360.00 87.840	6.6%	\$295,000.00 73.750		\$56,360.00	\$0.00	\$33,312.00	9.5%			
Total Global High Yield Taxable							\$351,360.00	6.6%	\$295,000.00	\$56,360.00	\$0.00	\$33,312.00	9.5%

AO0053505



Settlement Date

Portfolio Detail

Dec. 01, 2009 through Dec. 31, 2009

Account: 80-09-900-1192137 IM O'CONNOR FAMILY FOUNDATION

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
	Fixed Income (cont)									
	Fixed Income Other									
5,240,000	PROSHARES	74347R297	\$261,371.20	4.9%	\$263,325.54		-\$1,954.34	\$0.00	\$3,468.88	1.3%
	ULTRASHORT LEHMAN 20 YR		49,880		50,253					
	Total Fixed Income Other		\$261,371.20	4.9%	\$263,325.54		-\$1,954.34	\$0.00	\$3,468.88	1.3%
	Total Fixed Income		\$3,509,248.53	66.0%	\$3,184,412.14		\$324,836.49	\$5,944.92	\$177,511.80	5.1%