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

**2009**

Department of the Treasury  
Internal Revenue Service (77)

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

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation <b>Alice M. O'Brien Foundation</b>		<b>A Employer identification number</b> 41-6018991
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see page 10 of the instructions)</b>
	City or town, state, and ZIP code West St Paul MN 55118		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H Check type of organization:</b> <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation			<b>D 1.</b> Foreign organizations, check here . . . <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation . . . <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$</b> 2,768,497		<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
			<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	19	19	19	
	4 Dividends and interest from securities	64,576	64,576	64,576	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,398,647			
	b Gross sales price for all assets on line 6a 2,487,365				
	7 Capital gain net income (from Part IV, line 2)		1,398,647		
	8 Net short-term capital gain			4,673	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,463,242	1,463,242	69,268		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Sch 1	2,338		2,338	
	c Other professional fees (attach schedule) Sch 1	11,116	7,116	4,000	
	17 Interest Sch 1				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,774	637		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule) Sch 1	25		25		
24 Total operating and administrative expenses. Add lines 13 through 23	15,253	7,753	6,363	0	
25 Contributions, gifts, grants paid	260,000			260,000	
26 Total expenses and disbursements. Add lines 24 and 25	275,253	7,753	6,363	260,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,187,989				
b Net investment income (if negative, enter -0-)		1,455,489			
c Adjusted net income (if negative, enter -0-)			62,905		

12A

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	204,505	114,666	114,666
	2 Savings and temporary cash investments			
	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 15 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 . . . . . Sch 2			
	10a Investments—U S and state government obligations (attach schedule)	106,998	185,971	186,819
	b Investments—corporate stock (attach schedule) . . . . . Sch 3	1,038,069	1,948,806	2,042,596
	c Investments—corporate bonds (attach schedule) . . . . . Sch 2	132,191	423,984	424,416
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ . . . . . )				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,481,763	2,673,427	2,768,497	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,481,763	2,673,427	
	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)	1,481,763	2,673,427		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,481,763	2,673,427		

**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	1,481,763
2 Enter amount from Part I, line 27a	2	1,187,989
3 Other increases not included in line 2 (itemize) ▶ Pre-12/31/69 3M cap gain	3	3,675
4 Add lines 1, 2, and 3	4	2,673,427
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,673,427

**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.)
<b>1a</b>	- See Schedule 4 -			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	2,487,365	1,085,043	1,402,322	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>	9,625	3,675		1,398,647
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	<b>2</b>	1,398,647	
<b>3</b>	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	<b>3</b>	4,673	

**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	169,433	1,549,752	0.1093
2007	187,387	1,654,486	0.1133
2006	210,380	1,791,033	0.1175
2005	204,120	1,919,447	0.1063
2004	196,563	1,906,380	0.1031

<b>2</b>	Total of line 1, column (d)	<b>2</b>	0.5495
<b>3</b>	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	<b>3</b>	0.1099
<b>4</b>	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	2,093,254
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	230,049
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	14,555
<b>7</b>	Add lines 5 and 6	<b>7</b>	244,604
<b>8</b>	Enter qualifying distributions from Part XII, line 4	<b>8</b>	260,000

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.

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

<b>1a</b> 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)		
<b>b</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	<b>1</b>	14,555
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b> Add lines 1 and 2	<b>3</b>	14,555
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	14,555
<b>6</b> Credits/Payments		
<b>a</b> 2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>	570
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	570
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	15
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	14,000
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	0
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>N/A</u> (2) On foundation managers. ▶ \$ <u>N/A</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>N/A</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XIV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>Minnesota</u>		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Alice O'Brien Berquist Telephone no. ▶ Located at ▶ 1914 Nature View Ln West St Paul MN ZIP+4 ▶ 55118			
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			<input type="checkbox"/>

**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)? Organizations relying on a current notice regarding disaster assistance check here <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?	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 ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No *If "Yes," attach the statement required by Regulations section 53.4945–5(d).*
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6a, 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?

5b		N/A
6b		X
7b		N/A

**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).**

(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
- Schedule 5 -				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 . . . . . ▶

**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 None	
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	
Total. Add lines 1 through 3 . . . . . ▶	0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,965,545
<b>b</b>	Average of monthly cash balances	<b>1b</b>	159,586
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,125,131
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,125,131
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	31,877
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,093,254
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	104,663

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	104,663
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	14,555
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	14,555
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	90,108
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	90,108
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	90,108

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	260,000
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	260,000
<b>5</b>	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)	<b>5</b>	14,555
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	245,445

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				90,108
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004	106,118			
<b>b</b> From 2005	110,908			
<b>c</b> From 2006	121,568			
<b>d</b> From 2007	107,889			
<b>e</b> From 2008	93,079			
<b>f</b> Total of lines 3a through e	539,562			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 260,000				
<b>a</b> Applied to 2008, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2009 distributable amount				90,108
<b>e</b> Remaining amount distributed out of corpus	169,892			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	709,454			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	106,118			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	603,336			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005	110,908			
<b>b</b> Excess from 2006	121,568			
<b>c</b> Excess from 2007	107,889			
<b>d</b> Excess from 2008	93,079			
<b>e</b> Excess from 2009	169,892			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶ N/A
- 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 3/4 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**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 27 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).)
- None
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- None
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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	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)				
<p><b>a</b> <i>Paid during the year</i></p> <p>- See Schedule 5 -</p>				260,000
<b>Total</b> . . . . . ▶ <b>3a</b>				260,000
<p><b>b</b> <i>Approved for future payment</i></p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				0

**Part XVI-A Analysis of Income-Producing Activities** N/A

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities . . . . .					
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory					
<b>9</b> Net income or (loss) from special events . . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . . . . .					
<b>11</b> Other revenue: <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .		0		0	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				<b>13</b> 0	0

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions )
	N/A

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** N/A

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

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

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Signature of officer or trustee: *Alice O. Bergquist, President* Date: *5/14/10* Title: *President*

Sign Here	Preparer's signature: <i>[Signature]</i> Date: <i>5/14/10</i>	Check if self-employed <input checked="" type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions): P00403424
	Firm's name (or yours if self-employed), address, and ZIP code: <i>John S. McCarthy, CPA</i> <i>2345 Rice St 228 St Paul MN55113</i>	EIN: <i>41-1542904</i>	Phone no.: <i>651-482-9503</i>

**ALICE M. O'BRIEN FOUNDATION 41-6018991**

**DECEMBER 31, 2009**

**FORM 990-PF**

Part 1 Line 16(b) Accounting Fees:

Services provided by John S. McCarthy, C.P.A. for preparation of 2008 Form 990-PF	\$	<u>2,338</u>
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Part 1 Line 16(c) Other Professional Fees:

Services provided by Atlantic Trust Private Wealth Management as investment advisor	\$	7,116
----------------------------------------------------------------------------------------	----	-------

Services provided by Perell Group for developing a new mission statement and grant making process		<u>4,000</u>
Total	\$	<u>11,116</u>

Part 1 Line 18 Taxes:

Foreign taxes paid	\$	637
Federal 990-PF income tax 2008		567
Federal 990-PF income tax est. 2009		<u>570</u>
Total	\$	<u>1,774</u>

Part 1 Line 23 Other Expenses:

State registration fee	\$	<u>25</u>
Total	\$	<u>25</u>

**Schedule 1**

ALICE M. O'BRIEN FOUNDATION 41-6018991

**BOND HOLDINGS**  
**Form 990-PF**  
**DECEMBER 31, 2009**

Part II Lines 10a & 10c

<u>BOND HOLDINGS &amp; US TREASURY NOTES</u>	<u>PAR VALUE</u>	<u>COST</u>	<u>MARKET VALUE</u>
Chevron Corp 3.95% 03/03/14	50M	52,555	52,574
Conocophillips 4.6% 01/15/15	50M	53,437	53,263
General Elec Capital Corp 5.875% 02/15/12	50M	50,050	53,574
General Elec Capital Corp 3.00% 12/09/11	50M	51,770	51,563
J P Morgan Chase 4.75% 05/01/13	25M	26,498	26,386
Pfizer Inc 4.5% 02/15/14	50M	53,606	52,989
United Tech Corp. 5.375% 12/15/17	50M	54,970	53,572
U P S 4.5% 01/15/13	25M	26,822	26,691
Verizon Communic Inc 6.10% 4/15/18	25M	27,252	27,226
Wal Mart Stores 4.55% 05/01/13	25M	27,024	26,578
<b>TOTAL CORPORATE BOND HOLDINGS</b>		<b>423,984</b>	<b>424,416</b>
Federal Home Loan Bank 3.625% 05/29/13	25M	26,422	26,219
Federal Nat'l Mtge Assn 4.375% 03/15/13	50M	54,122	53,640
<b>TOTAL U S GOVT BONDS</b>		<b>80,544</b>	<b>79,859</b>
U S Treas Infl Idx 1.25% 04/15/14	50M	51,590	52,796
U S Treasury Notes 4.75% 05/15/14	25M	26,698	27,516
U S Treasury Notes 5.00% 08/15/11	25M	27,139	26,648
<b>TOTAL U S TREASURY NOTES</b>		<b>105,427</b>	<b>106,960</b>
<b>TOTAL U S GOVT OBLIGATIONS</b>		<b>185,971</b>	<b>186,819</b>
<b>TOTAL BONDS &amp; U S NOTES</b>		<b>\$ 609,955</b>	<b>\$ 611,235</b>



**ALICE M. O'BRIEN FOUNDATION 41-6018991**

**STOCK HOLDINGS  
Form 990-PF  
DECEMBER 31, 2009**

Part II Line 10b

<u>CORPORATIONS</u>	<u>NO. OF SHARES</u>		<u>COST</u>	<u>MARKET VALUE</u>
A T & T Inc	255	\$	6,912	\$ 7,148
Abbott Laboratories	305		755	16,467
Accenture Plc Cl A	290		10,498	12,035
Advance Auto Parts Inc	300		11,666	12,144
Aetna Inc	510		14,819	16,167
Anadarko Petroleum Corp	225		13,234	14,045
Auto Data Processing	525		20,467	22,481
Bank of America Corp	1,380		23,106	20,783
Bank of NY Mellon CP	775		22,742	21,677
Check Pt Software Tech	145		4,358	4,913
Cisco Systems Inc	820		9,038	19,631
Citadel Broadcasting Corp	184		1,025	3
CME Group Inc Cl A	30		8,991	10,079
Comcast Corp	815		13,137	13,741
CVS Caremark Corp	557		17,664	17,941
Danaher Corp Del	120		8,064	9,024
Darden Restaurants Inc	245		8,603	8,592
Devon Energy Cp	195		13,255	14,333
EQT Corp	340		14,217	14,933
Exelon Corp	175		8,793	8,552
Express Scripts Inc	245		18,994	21,173
F P L Group Inc	250		13,479	13,205
Fidelity Natl Info Svcs	596		14,700	13,970
Fiserv Inc	295		14,375	14,302
General Dynamics Corp	190		11,821	12,952
General Electric	1,590		63,528	24,057
H J Heinz Co	520		20,663	22,235
Hewlett Packard Co	400		18,717	20,604
Intl Business Machines	115		14,014	15,054
J P Morgan Chase & Co	410		16,727	17,085
Lab Cp of Amer Hldg	135		8,918	10,103
Liberty Global Inc Cl A	465		10,764	10,179
Lowes Companies Inc	375		8,060	8,771
Medtronic Inc	165		7,145	7,257
Merck & Co Inc	294		8,114	10,743
Nalco Holding Co	840		16,445	21,428
Nike Inc Class B	175		10,236	11,562
Norfolk Southern Corp	185		8,380	9,698
Northeast Utilities	375		8,562	9,671
Oracle Corp	905		19,185	22,200

P G & E Corp	210	8,734	9,377
Peabody Energy Corp	210	7,800	9,494
Pepsico Inc	415	24,311	25,232
Pfizer Inc	976	16,264	17,753
Praxair Inc	245	19,526	19,676
Procter & Gamble Co	365	14,608	22,130
Questar Corp	315	11,270	13,095
Stryker Corp	255	17,866	12,844
Target Corp	335	18,676	16,204
TD Ameritrade Holding Cp	470	9,324	9,109
United Technologies Corp	275	17,130	19,088
United Health Group Inc	425	10,712	12,954
V F Corporation	170	12,165	12,451
Verizon Communications	345	10,400	11,430
Walgreen Co	540	18,088	19,829
Wells Fargo & Co	640	17,718	17,274
Western Union Co	1,020	19,889	19,227
Williams Companies	580	10,426	12,226
XTO Energy Inc	300	<u>12,483</u>	<u>13,959</u>
Total Corporations		<u>821,561</u>	<u>854,290</u>
<b>MUTUAL FUNDS</b>			
First Eagle Overseas	3,876.679	77,453	76,448
Harbor International	1,931.703	101,419	105,993
Matthews Pacific Tiger	2,272.145	40,329	43,693
Pimco Commodity Real	9,426.004	<u>72,827</u>	<u>78,047</u>
Total Mutual Funds		<u>292,028</u>	<u>304,181</u>
<b>OTHER ASSETS</b>			
Ishares MSCI Emrg Mkt Fund	1,800	68,373	74,700
Ishares Tr MSCI Eafe Fd	1,350	73,705	74,628
Ishares Tr Russell 1000	4,300	197,766	214,355
Ishares Tr Russell 2000	3,600	218,664	224,784
Ishares Trust S&P 500	1,900	200,288	212,439
Spdr Dow Jones REIT	1,500	68,083	73,815
Ventas Inc REIT	215	<u>8,338</u>	<u>9,404</u>
Total Other Assets		<u>835,217</u>	<u>884,125</u>
GRAND TOTAL		\$ <u>1,948,806</u>	\$ <u>2,042,596</u>

### Schedule 3

**Alice M. O'Brien Foundation 41-6018991**  
**Form 990-PF Part IV**  
**Capital Gains and Losses for Tax on Investment Income**  
**December 31, 2009**

KIND	DESCRIPTION	ACQ	DATE	DATE	SALES	COST	GAIN
			ACQUIRED	SOLD	PRICE		(LOSS)
a		b	c	d	e	g	h
Note	Chase Manhattan 6.50%	P	01/31/95	01/15/09	100,000	82,141	17,859
Note	Fed Natl Mtge Assn 6.375%	P	03/06/02	06/15/09	50,000	53,161	(3,161)
Stock	1,400 sh 3M Company	P	07/01/69	09/24/09	103,622	5,950	97,672 (1)
Stock	1,795 sh Abbott Laboratories	P	04/13/84	09/24/09	83,321	4,442	78,879
Stock	1,400 sh Aflac Inc	P	12/02/05	09/24/09	58,447	67,980	(9,533)
Stock	500 sh Apple Computer Inc	P	12/02/05	09/24/09	92,185	36,636	55,549
Stock	1,852 sh BP Amoco PLC	P	08/19/92	09/24/09	98,112	36,675	61,437
Stock	7,080 sh Cisco Systems Inc	P	03/23/98	09/24/09	160,137	78,035	82,102
Stock	2,550 sh Comcast Corp	P	10/08/02	09/24/09	40,637	29,550	11,087
Stock	1,055 sh CVS Caremark Corp	P	12/02/05	09/24/09	37,284	33,457	3,827
Stock	3,600 sh Ecolab Inc	P	11/14/97	09/24/09	165,103	44,839	120,264
Stock	2,200 sh Emerson Electric	P	02/14/77	09/24/09	86,890	6,125	80,765
Stock	210 sh General Electric	P	09/21/99	09/24/09	3,494	8,391	(4,897)
Stock	5,400 sh Home Depot	P	09/25/95	09/24/09	146,586	48,587	97,999
Stock	210 sh Hospira Inc	P	04/13/84	09/24/09	9,292	358	8,934
Stock	6,600 sh Intel Corp	P	12/09/91	09/24/09	129,480	8,915	120,565
Stock	1090 J P Morgan Chase & Co	P	11/27/07	09/24/09	49,192	44,468	4,724
Stock	2,600 sh Medtronic Inc	P	03/01/02	09/24/09	95,642	104,044	(8,402)
Stock	8,000 sh Microsoft Corp	P	02/16/93	09/24/09	206,676	21,113	185,563
Stock	1,000 sh Procter & Gamble	P	09/23/98	09/24/09	57,730	40,022	17,708
Stock	6,940 sh Qualcomm Inc	P	12/26/97	09/24/09	307,473	19,957	287,516
Stock	800 sh Royal Dutch Shell PLC	P	08/15/86	09/24/09	46,255	8,544	37,711
Stock	6,400 sh Starbucks Corp	P	02/05/98	09/24/09	122,554	30,617	91,937
Stock	545 sh Stryker Corp	P	11/27/07	09/24/09	24,636	38,184	(13,548)
Stock	665 sh Target Corp	P	11/27/07	09/24/09	31,358	37,074	(5,716)
Stock	1,300 sh Texas Instruments	P	03/01/02	09/24/09	30,774	40,864	(10,090)
Stock	2,400 sh Walt Disney Co	P	12/26/97	09/24/09	67,045	76,220	(9,175)
Stock	1 sh Fidelity Natl Info Svcs	P	09/24/09	10/07/09	12	12	0 *
Stock	55 sh V F Corp	P	09/24/09	10/09/09	4,085	3,936	149 *
Stock	0.55 sh Pfizer Inc	P	10/16/09	10/16/09	10	10	0 *
Stock	230 sh Wyeth	P	09/24/09	10/16/09	11,591	11,070	521 *
Stock	360 sh McGraw Hill Cos	P	09/24/09	10/22/09	10,974	9,081	1,893 *
Stock	216 sh Schering Plough Corp	P	09/24/09	11/03/09	5,355	5,956	(601) *
Stock	0.117 sh Merck & Co Inc	P	09/24/09	11/06/09	4	0	4 *
Stock	135 sh MSCI Inc Cl A	P	09/24/09	11/06/09	4,322	3,876	446 *
Stock	125 sh MSCI Inc Cl A	P	09/24/09	11/11/09	4,021	3,589	432 *
Stock	230 sh Oneok Inc	P	09/24/09	11/20/09	8,926	8,164	762 *
Stock	225 sh CVS Caremark Corp	P	12/02/05	11/23/09	7,208	7,135	73 *
Stock	120 sh MSCI Inc Cl A	P	09/24/09	12/04/09	3,822	3,445	377 *
Stock	260 sh A T & T Inc	P	09/24/09	12/08/09	7,193	7,048	145 *
Stock	155 sh Exelon Corp	P	09/24/09	12/17/09	7,671	7,788	(117) *
Stock	445 sh Pfizer Inc	P	10/16/09	12/22/09	8,246	7,584	662 *
Capital Gain Net Income (Loss)					2,487,365	1,085,043	1,402,322

\* Short-term gain (loss)

(1) Assets owned by the Foundation on 12/31/69

**Alice M. O'Brien Foundation**  
**41-6018991**  
**Contributions**  
**Form 990-PF, Part XV, Line 3a**  
**Year Ended December 31, 2009**

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<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Arts Council of Forsyth County Winston - Salem, NC	N/A	Public	Continuing Operations	\$ 1,000
Breakthrough St Paul St. Paul, MN	N/A	Public	Continuing Operations	1,000
Cathedral of St Paul St. Paul, MN	N/A	Public	Roof Renovation	25,000
Dorothy Day Center St. Paul, MN	N/A	Public	Continuing Operations	15,500
Gould Academy Bethel, Maine	N/A	Public	Continuing Operations	1,000
Habitat for Humanity Minneapolis, MN	N/A	Public	Continuing Operations	500
The Link Minneapolis, MN	N/A	Public	Youth Services	1,000
Little Sisters of the Poor St. Paul, MN	N/A	Public	Continuing Operations	15,000
Minnesota Waldorf School St. Paul, MN	N/A	Public	Continuing Operations	1,000
Mpls Institute of Arts Minneapolis, MN	N/A	Public	Continuing Operations	2,500
Mounds Park Academy St. Paul, MN	N/A	Public	Continuing Operations	1,000
Orme School of Arizona Mayer, AZ	N/A	Public	Continuing Operations	1,000
Palmer Lake Elementary School Palmer Lake, CO	N/A	Public	Continuing Operations	1,000
Parks & Trails Council of MN St. Paul, MN	N/A	Public	Park Land Acquisition	100,000
St Croix River Assn. St Croix Falls, WI	N/A	Public	Continuing Operations	500
St Paul Academy & Summit School St. Paul, MN	N/A	Public	Continuing Operations	1,000
St Paul Chamber Orchestra St. Paul, MN	N/A	Public	Continuing Operations	1,000

Salvation Army St. Paul, MN	N/A	Public	Continuing Operations	15,000
Schubert Club St. Paul, MN	N/A	Public	Project CHEER	2,500
Second Harvest Heartland Maplewood, MN	N/A	Public	Continuing Operations	1,000
James Sewell Ballet Minneapolis, MN	N/A	Public	Continuing Operations	1,000
Sobriety High Foundation St. Paul, MN	N/A	Public	Continuing Operations	1,000
Tulsa Opera Co. Tulsa, OK	N/A	Public	Continuing Operations	1,000
Twin Cities Opera Guild St. Paul, MN	N/A	Public	Met Auditions	2,500
Unity Church Unitarian St. Paul, MN	N/A	Public	Racial Justice Outreach	1,000
U of MN Medical Foundation Minneapolis, MN	N/A	Public	O'Brien Biobank	50,000
University of Minnesota Minneapolis, MN	N/A	Public	Diabetes Research	15,000
Wayzata – Plymouth Meals on Wheels Plymouth, MN	N/A	Public	Continuing Operations	1,000
TOTAL				\$ <u>260,000</u>

### Part VIII Information About Officers, Directors, Trustees

Alice O'Brien Berquist	West St Paul, MN	President
Alvina O'Brien	St Paul, MN	Secretary
Robin W Brooksbank	Marine on St Croix, MN	Director
Terence O'Brien Jr	St Paul, MN	Director
Thomond R O'Brien Jr	Marine on St Croix, MN	Director