Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2009

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

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'RIELLY FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 31000

City or town, state, and ZIP code
TUCSON, AZ 85751

A Employer identification number
48-1265468

B Telephone number
520-571-2296

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 ▶ [ ]

H Check type of organization: [X] 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)* ▶$ 3,282,963.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	100.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	108,377.	108,377.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-195,763.			
	b Gross sales price for all assets on line 6a 1,833,154.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	4,498.	4,498.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	-82,788.	112,875.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,200.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	22,934.	15,887.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,134.	15,887.		0.
	25 Contributions, gifts, grants paid	92,255.			92,255.
	26 **Total expenses and disbursements.** Add lines 24 and 25	117,389.	15,887.		92,255.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-200,177.			
	b **Net investment income** (if negative, enter -0-)		96,988.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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14500511 787047 1817-004 2009.03051 O'RIELLY FAMILY FOUNDATION 1817-021

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 43,686.			
	Less allowance for doubtful accounts ▶	43,686.	43,686.	43,686.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	2,732,112.	3,119,898.	3,119,898.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	112,079.	112,079.	112,079.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ WORKS OF ART)	7,300.	7,300.	7,300.
	16 **Total assets** (to be completed by all filers)	2,895,177.	3,282,963.	3,282,963.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,895,177.	3,282,963.	
	30 **Total net assets or fund balances**	2,895,177.	3,282,963.	
	31 **Total liabilities and net assets/fund balances**	2,895,177.	3,282,963.	

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	2,895,177.
2	Enter amount from Part I, line 27a	2	-200,177.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	587,963.
4	Add lines 1, 2, and 3	4	3,282,963.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,282,963.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,833,154.		2,028,917.	-195,763.

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				-195,763.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-195,763.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	220,462.	3,566,950.	.061807
2007	195,760.	4,074,976.	.048040
2006	245,010.	3,890,465.	.062977
2005	150,271.	3,717,030.	.040428
2004	205,745.	3,645,663.	.056436

2 Total of line 1, column (d)	2	.269688
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	.053938
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,955,762.
5 Multiply line 4 by line 3	5	159,428.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	970.
7 Add lines 5 and 6	7	160,398.
8 Enter qualifying distributions from Part XII, line 4	8	92,255.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,940.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,940.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,940.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,100.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,100.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	840.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	Refunded ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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'RIELLY FAMILY FOUNDATION Telephone no ▶520-571-2297

Located at ▶940 N FINANCE CENTER DR. STE. 290, TUCSON, AZ ZIP+4 ▶85710

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ 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 instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,959,359.
b	Average of monthly cash balances	1b	34,115.
c	Fair market value of all other assets	1c	7,300.
d	**Total** (add lines 1a, b, and c)	1d	3,000,774.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,000,774.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,012.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,955,762.
6	**Minimum investment return.** Enter 5% of line 5	6	147,788.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	147,788.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,940.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,940.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	145,848.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	145,848.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	145,848.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	92,255.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	92,255.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	92,255.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				145,848.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 32,864.				
f Total of lines 3a through e	32,864.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 92,255.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				92,255.
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).)	32,864.			32,864.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				20,729.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
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				

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

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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total			▶ 3a	92,255.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	108,377.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	4,498.	
8 Gain or (loss) from sales of assets other than inventory			18	-195,763.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		-82,888.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -82,888.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Veronica Burk 5-13-10 Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: David F Am	Date 5/12/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed) address, and ZIP code: R & A CPAS A PROFESSIONAL CORPORATION 4542 E. CAMP LOWELL STE. 100 TUCSON, AZ 85712		EIN	
		Phone no (520) 881-4900	

Form 990-PF (2009)

923622
02-02-10

14500511 787047 1817-004 2009.03051 O'RIELLY FAMILY FOUNDATION 1817-021

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	ST CAP GAIN - WFA #6233 - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	LT CAP GAIN - WFA #6233 - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c	ST CAP GAIN - WFA #6787 - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
d	LT CAP GAIN - WFA #6787 - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
e	ST CAP GAIN - WFA #0674 - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
f	LT CAP GAIN - WFA #0674 - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	91,780.		115,111.	-23,331.
b	662,447.		675,643.	-13,196.
c	503,005.		525,552.	-22,547.
d	218,224.		272,145.	-53,921.
e	66,321.		79,078.	-12,757.
f	290,786.		361,388.	-70,602.
g	591.			591.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				-23,331.
b				-13,196.
c				-22,547.
d				-53,921.
e				-12,757.
f				-70,602.
g				591.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-195,763.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

WELLS FARGO ADVISORS

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AMAZON COM INC	100.0000	82.2075	06/01/09	09/03/09	7,843 79	8,220.75	-376.96
	50.0000	85.2394	07/28/09	09/03/09	3,922.03	4,261.97	-339.94
AMERICAN TOWER CORP CL A	200.0000	32.4690	03/24/09	06/01/09	6,383 83	6,493.80	-109.97
	300.0000	30.1075	05/18/09	06/26/09	9,576.05	9,032 25	543.80
ARCH COAL INC	300.0000	19.4874	06/01/09	06/25/09	4,551 48	5,846.22	-1,294.74
ARCHER-DANIELS-MIDLND CO	300.0000	18.0280	10/22/08	04/24/09	7,178.96	5,408.40	1,770.56
BANK NEW YORK MELLON CORP	200.0000	26.0300	03/30/09	10/13/09	5,568.25	5,206.00	362.25
	200 0000	28 1395	05/18/09	10/13/09	5,568.26	5,627.90	-59 64
	100.0000	27 4280	05/22/09	10/13/09	2,784.13	2,742.80	41.33
BANK OF AMERICA CORP	500.0000	7.5180	03/25/09	05/12/09	6,089 99	3,759.00	2,330.99
BLUE COAT SYSTEMS INC	300.0000	15.3075	06/01/09	07/09/09	4,903.07	4,592.25	310.82
CALL NATIONAL-OILWELL $35 EXP 08/22/09	-2.0000	4.9000	04/16/09	04/24/09	979 97	550 00	429.97
CALL NATIONAL-OILWELL $30 EXP 04/18/09	-2.0000	2.2000	03/10/09	04/16/09	439.99	728.00	-288.01
CATERPILLAR INC	200.0000	44.6040	12/31/08	02/18/09	5,770 56	8,920.80	-3,150.24
CIA SANEAMENTO BASICO DE-ADR	200.0000	18.0712	10/22/08	02/18/09	4,072.85	3,614.24	458 61
	100.0000	18.0712	10/22/08	02/26/09	2,021.73	1,807.12	214.61
CIENA CORP	1,000.0000	10.4472	05/18/09	07/28/09	11,631.70	10,447.20	1,184 50
CITIGROUP INC	1,000.0000	20.2182	10/03/08	05/01/09	3,119 91	20,218.20	-17,098.29

Realized Gain/Loss

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
COMPANHIA ENERGETICA DE MINAS GERAIS-CEMIG SPONS ADR	10.0000	20 7100	05/09/08	05/01/09	152 93	207.10	-54.17
CREE INC	100.0000	23.5000	09/30/08	05/01/09	2,740.12	2,350.00	390.12
DIAMOND OFFSHORE DRILLNG INC	100.0000	76.1625	05/05/09	12/16/09	9,973.94	7,616.25	2,357.69
DOMINION RES INC VA NEW	350.0000	43.8800	08/27/08	05/01/09	10,783.99	15,358.00	-4,574.01
EXCO RESOURCES INC	400 0000	7 1700	10/08/08	01/28/09	4,345 97	2,868.00	1,477.97
	100.0000	7.1575	10/08/08	05/19/09	1,336.21	715 75	620.46
	500.0000	7.1600	10/08/08	05/29/09	7,670.30	3,580.00	4,090.30
	500.0000	7.1600	10/08/08	09/16/09	8,630 77	3,580.00	5,050.77
	400 0000	8.4700	03/03/09	03/23/09	4,532.77	3,388.00	1,144 77
	400.0000	17.9050	10/27/09	12/04/09	7,100 61	7,162.00	-61 39
	100.0000	17.9050	10/27/09	12/04/09	1,775.00	1,790.50	-15.50
	500.0000	16 3270	10/28/09	12/16/09	10,486.73	8,163.50	2,323.23
FIRST TRUST ETF NYSE ARCA BIOTEC	250.0000	19.3588	03/30/09	08/17/09	6,332.83	4,839.70	1,493.13
	100.0000	19.3700	03/30/09	08/17/09	2,533.14	1,937.00	596 14
FPL GROUP INC	300.0000	54.5974	05/26/09	10/30/09	14,979 39	16,379.22	-1,399.83
FUEL SYSTEMS SOLUTIONS INC	200.0000	33.1068	12/31/08	01/27/09	5,228.89	6,621.36	-1,392.47
GARMIN LTD	500.0000	19.8280	05/22/09	06/30/09	11,891.24	9,914 00	1,977.24
GENZYME CORPORATION	200 0000	69 5455	10/30/08	05/05/09	10.850 60	13,909.10	-3,058.50
GILEAD SCIENCES INC	100.0000	53 3078	08/27/08	06/25/09	4,746 28	5,330.78	-584.50
GREEN MOUNTAIN COFFEE ROASTER INC	100 0000	69 4780	10/02/09	11/04/09	6,754.40	6,947.80	-193.40

Realized Gain/Loss

WELLS FARGO ADVISORS

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
HARTFORD FINL SVCS GROUP INC	100.0000	35.3000	10/14/08	02/18/09	1,025.19	3,530.00	-2,504.81
	100.0000	35.3400	10/14/08	02/18/09	1,025.19	3,534.00	-2,508.81
	200.0000	28.6390	10/20/08	02/18/09	2,050.39	5,727.80	-3,677.41
	200.0000	16.4970	12/31/08	02/18/09	2,050.00	3,299.40	-1,249.40
HHGREGG INC	300.0000	18.3400	07/21/09	09/18/09	4,864.21	5,502.00	-637.79
	300.0000	15.5980	09/02/09	09/18/09	4,864.23	4,679.40	184.83
ILLUMINA INC	200.0000	30.7990	03/03/09	08/27/09	7,002.98	6,159.80	843.18
INDEX SHS INC MSCI S KOREA WEBS INDEX FUND WEBS INDEX SERIES	100.0000	39.2065	08/17/09	11/02/09	4,293 13	3,920.65	372.48
INTUITIVE SURGICAL INC COM NEW	50.0000	225.9300	08/27/09	09/02/09	10,797.72	11,296.50	-498.78
IPATH DOW JONES UBS ETN NICKLE TOTAL RETURN SUB-INDEX	200.0000	28.5000	08/20/09	10/01/09	5,287.06	5,700.00	-412.94
ISHARES COHEN & STEER REALTY MAJORS INDEX FD ETF	300.0000	35.7916	04/28/09	07/09/09	10,111.42	10,737.48	-626.06
ISHARES DOW JONES SELECT DIVIDEND INDEX FUND	125.0000	42.2644	12/17/08	02/18/09	3,971.22	5,283.05	-1,311.83
ISHARES DOW JONES US HEALTH CARE PROVIDERS INDEX FUND	150.0000	38.8200	02/09/09	03/27/09	4,687.47	5,823.00	-1,135.53
ISHARES DOW JONES US REGIONAL BANKS INDEX FUND	300.0000	15.0472	03/20/09	06/18/09	5,288 88	4,514.16	774.72
	200.0000	16.8700	03/24/09	06/18/09	3,525.93	3,374.00	151.93

YT415067 000824 067163849415 NNNNN NNNNN NNNNNN 000023

Realized Gain/Loss

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	120.0000	19.1316	05/12/09	06/18/09	2,115.56	2,295.80	-180.24
	200 0000	19.1316	05/12/09	06/18/09	3,523.92	3,826 31	-302.39
ISHARES FTSE/XINHUA CHINA 25 INDEX FUND	200 0000	29.1800	12/22/08	01/26/09	4,878 53	5,836.00	-957 47
	150.0000	29.1900	12/22/08	01/26/09	3,658.90	4,378.50	-719 60
ISHARES MSCI SWITZERLAND INDEX FD	200.0000	18.1388	01/06/09	02/18/09	2,923 98	3,627.76	-703.78
	100.0000	18 1500	01/06/09	02/18/09	1,462.83	1,815.00	-352.17
ISHARES MSCI BRAZIL INDEX	100.0000	38 0972	02/11/09	03/03/09	3,207.98	3,809.72	-601.74
ISHARES MSCI CHILE ETF INVESTABLE MARKET INDEX FUND	100 0000	44.8351	06/08/09	06/24/09	4,484 88	4,483.51	1.37
	100.0000	44 8351	06/08/09	06/24/09	4,486 38	4,483 51	2.87
	100 0000	44.9260	08/17/09	08/27/09	4,530.08	4,492.60	37.48
ISHARES S&P NORTH AMERICAN TECHNOLGY-SOFTWARE INDEX FUND ETF	175 0000	30.3900	12/16/08	04/28/09	6,243 55	5,318.25	925 30
	150 0000	31.7988	12/17/08	04/28/09	5,351 63	4,769.82	581.81
ISHARES TR NASDAQ BIOTECH INDEX FD	100.0000	80 4204	07/11/08	03/30/09	6,617.62	8,042.04	-1,424.42
MANITOWOC COMPANY INC	1,500 0000	5 8597	05/12/09	06/30/09	7,982.79	8,789.55	-806 76
MEDCO HEALTH SOLUTIONS INC	200 0000	41.1840	12/31/08	03/24/09	8,010.39	8,236.80	-226.41
MERITAGE HOMES CORP	300.0000	25 0400	09/23/08	06/17/09	5,200 84	7,512 00	-2,311.16
	200.0000	25.0375	09/23/08	06/17/09	3,467 23	5,007.50	-1,540 27
MORGAN STANLEY & CO	200.0000	25 8975	03/24/09	12/11/09	5,943.84	5,179.50	764.34

Realized Gain/Loss

WELLS FARGO ADVISORS

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	200.0000	22 1975	03/30/09	12/11/09	5,943.85	4,439.50	1,504.35
MYRIAD GENETICS INC	150.0000	40.2137	03/17/09	05/05/09	4,852.37	6,032.07	-1,179.70
	50.0000	40.2137	03/17/09	05/05/09	1,617.95	2,010.68	-392 73
NATIONAL OILWELL VARCO INC	200.0000	23.8500	10/22/08	05/05/09	6,356.83	4,770.00	1,586.83
	100 0000	29.8276	03/30/09	05/05/09	3,178.42	2,982.76	195 66
NORDIC AMER TANKER SHIPPING	273.0000	34.4440	06/01/09	07/09/09	8,274 79	9,403.22	-1,128.43
	27.0000	34.4440	06/01/09	07/09/09	818.07	929.98	-111.91
NU SKIN ENTERPRISES INC	300 0000	17.3799	08/27/09	10/28/09	6,927.87	5,213.97	1,713.90
	100.0000	17.3799	08/27/09	10/30/09	2,328.94	1,737.99	590.95
	100 0000	17.3799	08/27/09	10/30/09	2,326.94	1,737.99	588.95
NUCOR CORP	275.0000	33.9268	10/14/08	05/01/09	11,453.45	9,329.87	2,123 58
	25.0000	33.9268	10/14/08	05/01/09	1,041.72	848.17	193.55
OPPENHEIMER COMMODITY STRATEGY TOTAL RETURN CL A	183.9420	2.9100	01/02/09	06/25/09	603 35	535 27	68 08
PANERA BREAD COMPANY CL A	200 0000	57.8112	04/30/09	05/22/09	9,906 74	11,562.24	-1,655.50
POWERSHARES DWS ETF TECHNICAL LEADERS PORTOLIO	350.0000	14.6676	12/17/08	06/18/09	5,064 36	5,133.66	-69 30
	400.0000	12.8916	03/25/09	06/18/09	5,787.86	5,156.64	631.22
POWERSHARES GLOBAL ETF GOLD & PRECIOUS METALS PORT	200.0000	32.3800	05/22/09	08/20/09	6,319.83	6,476.00	-156.17
	300.0000	32 3750	06/08/09	08/20/09	9,479.76	9,712.50	-232.74

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
POWERSHARES QQQ ETF SERIES 1	200.0000	36 3375	06/01/09	07/09/09	6,976.22	7,267.50	-291.28
PRECISION CASTPARTS CORP	100.0000	74.8100	05/05/09	10/30/09	9,665.50	7,481.00	2,184.50
PROCTER & GAMBLE CO	100 0000	47 8576	03/25/09	06/01/09	5,360.12	4,785.76	574.36
PROSHARES ULTRA OIL ETF & GAS	200 0000	29 5172	01/09/09	03/03/09	3,594.53	5,903.44	-2,308.91
	100.0000	29.5200	01/09/09	03/03/09	1,797.27	2,952.00	-1,154.73
PROSHARES ULTRA SHORT S&P 500	100.0000	97.1788	12/01/08	02/10/09	7,942.23	9,717.88	-1,775.65
RAYTHEON COMPANY	100 0000	50.9699	12/31/08	03/17/09	3,469 48	5,096.99	-1,627.51
	100.0000	50.9600	12/31/08	03/17/09	3,469.48	5,096.00	-1,626.52
ROSETTA RESOURCES INC	200.0000	8.5657	05/11/09	09/02/09	2,282.74	1,713.14	569.60
	200.0000	16.2420	10/13/09	12/14/09	3,773.50	3,248.40	525.10
SCHLUMBERGER LTD	150.0000	97.7100	08/27/08	05/01/09	7,529.80	14,656.50	-7,126.70
	150 0000	43 1776	02/10/09	12/16/09	9,612.12	6,476.64	3,135.48
	100.0000	53.9600	05/18/09	12/16/09	6,408 09	5,396.00	1,012.09
	50.0000	53.9599	05/18/09	12/16/09	3,204.04	2,698.00	506.04
SOHU.COM INC	200.0000	45.4746	03/17/09	03/25/09	8,376 39	9,094.92	-718 53
	200.0000	54 6968	05/18/09	06/17/09	12,726.67	10,939 36	1,787.31
SOUTHERN COPPER CORP	200.0000	16 9062	03/30/09	09/02/09	5,518.35	3,381.24	2,137.11
SPDR S&P SEMICONDCTR ETF	200.0000	26.5200	03/16/09	11/02/09	7,349.81	5,304 00	2,045.81
	200 0000	29 8616	05/12/09	11/02/09	7,349.81	5,972.32	1,377.49
STATOILHYDRO ASA	300.0000	16.4178	10/22/08	06/25/09	5,675.94	4,925.34	750.60

Realized Gain/Loss

WELLS FARGO ADVISORS

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
TELE NORTE LESTE PARTICIPACOES S A SPON ADR REPSTG PFD	200.0000	14.9700	12/08/08	01/26/09	2,482.86	2,994.00	-511.14
	200.0000	14.9900	12/08/08	01/26/09	2,482.87	2,998.00	-515.13
VALE S A ADR	400.0000	11.0178	10/22/08	06/25/09	6,865.13	4,407.12	2,458.01
	100.0000	20.5692	06/01/09	06/25/09	1,716 29	2,056.92	-340.63
VALERO ENERGY CORP NEW (VALERO REFNG & MKTING)	300.0000	18.7200	11/06/08	03/03/09	5,172 63	5,616.00	-443.37
VANGUARD TELECOMMUNICATIONS SERVICES ETF	125.0000	46.4716	04/22/09	10/22/09	6,780.32	5,808.95	971.37
	100 0000	48.8900	05/12/09	10/22/09	5,424.25	4,889.00	535.25
	20.0000	48.8704	05/12/09	10/22/09	1,084.86	977.41	107.45
VERISIGN INC	100.0000	19.4375	12/31/08	06/25/09	1,912.22	1,943.75	-31.53
	100.0000	19.4399	12/31/08	06/25/09	1,912.22	1,943.99	-31.77
	100.0000	19.4390	12/31/08	06/25/09	1,912.22	1,943.90	-31.68
VISA INC CLASS A	100.0000	55.9790	12/08/08	08/24/09	6,866.02	5,597.90	1,268.12
	100.0000	58.8100	04/15/09	08/24/09	6,866.02	5,881.00	985.02
XILINX INC	500.0000	18.8471	03/17/09	05/05/09	10,231.28	9,423.55	807.73
Total - Short Term					**$656,262.99**	**$671,720.80**	**-$15,457.81**

Realized Gain/Loss

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
COMPANHIA ENERGETICA DE MINAS GERAIS-CEMIG SPONS ADR	100 0000	18 0082	03/31/08	05/01/09	1,529.20	1,800.82	-271.62
ECOLAB INC	200.0000	49.6988	12/06/07	02/18/09	6,552 40	9,939.76	-3,387.36
FPL GROUP INC	100.0000	59.2700	06/21/07	10/30/09	4,993 13	5,927.00	-933.87
	100.0000	66 3800	04/28/08	10/30/09	4,993.13	6,638 00	-1,644 87
GILEAD SCIENCES INC	100.0000	50.5200	03/27/08	06/25/09	4,746.27	5,052.00	-305.73
ILLUMINA INC	200.0000	36.2937	04/15/08	08/27/09	7,002 98	7,258.75	-255.77
	100 0000	43.9950	08/05/08	08/27/09	3,501.49	4,399 50	-898.01
	100 0000	44 5350	08/06/08	08/27/09	3,501 49	4,453.50	-952.01
ISHARES MSCI CANADA INDEX FUND	300 0000	14.4200	04/20/04	03/03/09	4,190.97	4,326 00	-135.03
OPPENHEIMER COMMODITY STRATEGY TOTAL RETURN CL A	606.5580	7.9500	12/04/03	06/25/09	1,989.50	4,822 09	-2,832.59
	79.4780	7 5900	12/08/03	06/25/09	260.68	603.00	-342.32
	0 3180	7 6000	12/08/03	06/25/09	1.04	2.00	-0 96
	1 6100	9 1600	09/13/04	06/25/09	5 28	15 00	-9.72
	365.4750	6 6300	12/13/04	06/25/09	1,198 76	2,423.00	-1,224 24
	8 6550	6.6200	12/13/04	06/25/09	28.38	57.00	-28.62
	396.4740	6 6200	12/13/04	06/25/09	1,300 44	2,625.00	-1,324 56
	4 4120	8 0600	03/14/05	06/25/09	14 47	35 56	-21.09
	5.2700	7 7400	06/13/05	06/25/09	17 28	40.79	-23.51
	6 6660	9 0400	09/12/05	06/25/09	21 86	60 26	-38 40
	81.9890	8 1500	12/13/05	06/25/09	268 92	668 21	-399.29

Realized Gain/Loss

WELLS FARGO ADVISORS

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	54 7840	8.1500	12/13/05	06/25/09	179.69	446.49	-266 80
	9.1530	7.2000	03/13/06	06/25/09	30.02	65.90	-35.88
	55.0950	6.7600	12/13/06	06/25/09	180.71	372.44	-191.73
	218.8900	7.5500	01/02/08	06/25/09	717.98	1,652.62	-934.64
PROCTER & GAMBLE CO	100.0000	55.5400	12/23/04	05/05/09	4,997.09	5,554.00	-556.91
	100.0000	55 5200	05/12/06	05/05/09	4,997.09	5,552.00	-554.91
RESEARCH IN MOTION LTD	200.0000	60 8430	10/14/08	10/30/09	12,082.22	12,168.60	-86.38
SEMPRA ENERGY	150 0000	63.6100	12/06/07	09/02/09	7,399 90	9,541 50	-2,141 60
	100.0000	56 5585	02/12/08	09/02/09	4,933.28	5,655.85	-722.57
SUN MICROSYSTEMS INC	250.0000	21.5108	09/05/07	08/27/09	2,334.96	5,377.70	-3,042.74
TETRA TECH INC NEW	300.0000	25.2550	07/23/08	10/30/09	7,809.39	7,576.50	232 89
Total - Long Term					**$91,780.00**	**$115,110.84**	**-$23,330.84**

Option Activity Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CALL EXCO RESOURCES $15 EXP 07/18/09	-5.0000	1.8500	05/29/09	06/15/09	924 97	450.00	474 97
CALL NUCOR CORP $40 EXP 04/18/09	-3.0000	2.2200	03/10/09	04/16/09	665.99	750.00	-84 01
CALL NUCOR CORP $45 EXP 07/18/09	-3.0000	4.1100	04/16/09	04/24/09	1,232.96	852.00	380.96

Realized Gain/Loss

Amended Date: 3/05/10

Account Number: 3807-6233
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY TRADI

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CALL PETROLEO BASILEIRO $32.50 EXP 10/17/09 T	-3 0000	4 3000	02/26/09	03/03/09	1,289.99	930.00	359 99
CALL POTASH CP OF SASKAT $90 EXP 05/16/09	-1.0000	6.8000	04/03/09	04/20/09	679.99	340.00	339.99
CALL POTASH CP OF SASKAT $100 EXP 06/20/09	-1.0000	6 1000	05/05/09	06/17/09	609.98	140.00	469.98
CALL POTASH CP OF SASKAT $100 EXP 09/19/09	-1.0000	7.8000	06/25/09	07/28/09	779.97	460 00	319.97
Total - Short Term					**$6,183.85**	**$3,922.00**	**$2,261.85**

As of Date: 2/05/10

Account Number: 1016-6787
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY FIXED

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
APACHE CNTY AZ LIBR DIST G/O UNLTD B/Q B/E CPN 5 000% DUE 07/01/09 DTD 04/18/07 FC 01/01/08	50,000.0000	1.0000 101.2680	12/15/08	07/01/09	50,000.00	50,000.00 50,634 00	0.00
APOLLO INVESTMENT CORP	1,600 0000	18 0240	05/23/08	04/07/09	6,399.84	28,838.40	-22,438 56
CATERPILLAR FIN SERV CRP POWERNOTES CALLABLE MONTHLY PAY CPN 5 150% DUE 12/15/12 DTD 12/01/05 FC 01/15/06 CALL 10/15/09 @ 100 000	15,000 0000	100.3750	09/01/09	10/15/09	15,000 00	15,056 25	-56 25
GENERAL ELEC CAP CORP MEDIUM TERM NOTES SERIES A CPN 4 125% DUE 09/01/09 DTD 06/08/05 FC 09/01/05	50,000 0000	1 0000 99.6830	10/17/08	09/01/09	50,000 00	50,000 00 49,841 50	0.00
GENL MOTORS ACCEPT CORP SMART NOTES MONTHLY PAY CPN 4 100% DUE 03/15/09 DTD 03/23/04 FC 04/15/04	50,000.0000	1.0000 95.4000	07/23/08	03/16/09	50,000.00	50,000.00 47,700.00	0 00
GENWORTH FINANCIAL INC NOTES CALLABLE CPN 4 750% DUE 06/15/09 DTD 06/15/04 FC 12/15/04	50,000.0000	1 0000 89 1800	10/17/08	06/15/09	50,000 00	50,000.00 44,590 00	0 00

WELLS FARGO ADVISORS

As of Date: 2/05/10

Account Number: 1016-6787
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY FIXED

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
GTE CALIFORINIA DEBENTURE NON CALL LIFE CPN 6.700% DUE 09/01/09 DTD 09/01/97 FC 03/01/98	25,000 0000	101.7210	11/06/08	09/01/09	25,000 00	25,430.25	-430 25
MERCANTILE BANK CD GRAND RAPIDS MI ACT/365 FDIC INSURED CPN 3.550% DUE 11/16/09 DTD 05/16/08 FC 11/16/08	78,000 0000	100 3300	11/20/08	11/16/09	78,000 00	78,257 40	-257 40
MERRILL LYNCH & CO MEDIUM TERM NOTES CPN 4 125% DUE 09/10/09 DTD 09/10/04 FC 03/10/05	50,000.0000	1 0000 98 9890	11/06/08	09/10/09	50,000.00	50,000 00 49,494 50	0.00
SEARS ROEBUCK ACCEPT BONDS NON CALL LIFE CPN 6.250% DUE 05/01/09 DTD 05/06/99 FC 11/01/99	20,000 0000	100 2370	07/23/08	05/01/09	20,000 00	20,047.40	-47.40
	40,000 0000	1 0000 99 9910	09/15/08	05/01/09	40,000 00	40,000 00 39,996 40	0.00
SHOREBANK CD CHICAGO IL ACT/365 FDIC INSURED CPN 3 300% DUE 04/21/09 DTD 04/21/04 FC 10/21/04	23,000 0000	1 0000 99 8470	06/06/08	04/21/09	23,000 00	23,000 00 22,964 81	0 00

As of Date: 2/05/10

Account Number: 1016-6787
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY FIXED

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
TEXTRON FINANCIAL CORP GLOBAL NOTES CALLABLE CPN 6 000% DUE 11/20/09 DTD 11/22/02 FC 05/20/03	25,000 0000	1 0000 / 99 9040	07/20/09	11/20/09	25,000 00	25,000.00 / 24,976 00	0.00
WELLS FARGO CAP 7 875% CAP XII DUE 3/15/68 CALL STARTING 3/15/2013	750 0000	20 9600	04/21/09	05/05/09	16,267 08	15,720 00	547.08
	100.0000	20 9900	04/21/09	05/05/09	2,168 94	2,099 00	69 94
	100 0000	21 0300	04/21/09	05/05/09	2,168 95	2,103.00	65 95
Total - Short Term					**$503,004.81**	**$525,551.70** / **$517,748.91**	**-$22,546.89**

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AMERICAN FUNDS AMERICAN HIGH INCOME TR CLASS F	2,635 0460	12.5100	11/30/04	03/12/09	20,000 00	32,964.42	-12,964.42
APOLLO INVESTMENT CORP	700.0000	18.9900	08/01/06	04/07/09	2,799 92	13,293 00	-10,493 08
	200 0000	18.9846	08/01/06	04/07/09	799 98	3,796 92	-2,996 94
CATERPILLAR INC DEBENTURE CALLABLE CPN 7 250% DUE 09/15/09 DTD 09/17/99 FC 03/15/00	100,000 0000	105.4600	01/17/01	09/15/09	100,000 00	105,460 00	-5,460 00
COHEN & STEERS SELECT UTILITY FUND	750 0000	20.0000	03/25/04	02/24/09	6,472 46	15,000 00	-8,527.54
	50 0000	17 3800	05/28/04	02/24/09	431 50	869 00	-437 50

WELLS FARGO ADVISORS

As of Date: 2/05/10

Account Number: 1016-6787
O'RIELLY FAMILY FOUNDATION
ATTN: RICHARD B O'RIELLY FIXED

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	200.0000	17.3800	05/28/04	02/24/09	1,729 98	3,476.00	-1,746.02
	500.0000	19 0100	03/30/05	02/24/09	4,324 98	9,505 00	-5,180.02
	200 0000	19 0500	03/30/05	02/24/09	1,727 99	3,810 00	-2,082 01
	200.0000	19.0500	03/30/05	02/24/09	1,721 99	3,810.00	-2,088.01
	100 0000	19 0600	03/30/05	02/24/09	861.04	1,906.00	-1,044.96
ENTERPRISE PRODUCTS PARTNERS	550.0000	26 9500	08/01/06	05/12/09	13,837.64	14,822 50	-984.86
	100.0000	26.9500	08/01/06	05/12/09	2,516 93	2,695 00	-178 07
FEDERAL HOME LOAN BANK BONDS CPN 5 450% DUE 01/12/09 DTD 01/12/99 FC 07/12/99	30,000.0000	99 3500	11/28/01	01/12/09	30,000 00	29,805 00	195.00
FHLMC 3230 AA RETAIL LOTTERY REMIC MULTICLASS CMO CPN 5 750% DUE 05/15/35 DTD 10/01/06 FC 11/15/06	6,000.0000	0.9887 98 8750	10/11/06	02/17/09	6,000 00	5,932.50 5,932 50	67.50
GENERAL ELEC CAP CORP NOTES CPN 3 750% DUE 12/15/09 DTD 10/29/04 FC 06/15/05	25,000.0000	1.0000 96.0770	03/30/05	12/15/09	25,000.00	25,000 00 24,019 25	0.00
Total - Long Term					**$218,224.41**	**$272,145.34** **$271,164.59**	**-$53,920.93**

WELLS FARGO ADVISORS

As of Date: 2/05/10

Account Number: 2782-0674
O'RIELLY FAMILY FOUNDATION
ATTN:RICHARD B O'RIELLY

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ARROW DWA BALANCED FUND CLASS A	1,750.2920	10.2300	10/01/08	02/20/09	15,000.00	17,905.49	-2,905.49
	1,794.8010	10.2300	10/01/08	05/12/09	16,530.11	18,360.81	-1,830.70
	23.5750	9.0400	01/06/09	05/12/09	217.13	213 12	4.01
EATON VANCE LARGE CAP VALUE FUND CL A	7.1020	11.2700	03/12/09	05/12/09	98.65	80.04	18.61
FIRST EAGLE FDS INC OVERSEAS FD CL A	44.2420	19.6900	12/18/09	12/29/09	866.71	871.13	-4.42
HARRIS ASSOC INVT TR OAKMARK EQUITY & INCOME FD CL I	1,574.8030	25.4600	10/01/08	02/20/09	32,000.00	40,094.49	-8,094 49
HARRIS ASSOC INVT TR OAKMARK EQUITY&INCOME FD CL I	18.6170	25.2700	12/21/09	12/29/09	478.84	470.44	8.40
OPPENHEIMER INTL BOND FUND CL A	20.2350	5.6100	04/01/09	12/29/09	130.51	113.52	16.99
	20.8640	5.7300	05/01/09	12/29/09	134.57	119.55	15.02
	19.2570	6.0600	06/01/09	12/29/09	124.21	116.70	7.51
	20.0260	6.0600	07/01/09	12/29/09	129.17	121.36	7.81
	20.6780	6.2100	08/03/09	12/29/09	133.37	128.41	4.96
	18.5990	6.3100	09/01/09	12/29/09	119.97	117.36	2.61
	18.2390	6.5400	10/01/09	12/29/09	117.64	119.28	-1.64
	19.9620	6.5400	11/02/09	12/29/09	128.76	130.55	-1.79
	17.2780	6.7000	12/01/09	12/29/09	111.46	115.76	-4.30
Total - Short Term					**$66,321.10**	**$79,078.01**	**-$12,756.91**

As of Date: 2/05/10

Account Number: 2782-0674
O'RIELLY FAMILY FOUNDATION
ATTN:RICHARD B O'RIELLY

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
EATON VANCE LARGE CAP VALUE FUND CL A	1,229.5080	19.7800	09/19/06	02/20/09	15,000.00	24,319.67	-9,319.67
	1,128 9380	19.7800	09/19/06	05/12/09	15,680.95	22,330.39	-6,649 44
FIRST EAGLE FDS INC OVERSEAS FD CL A	463.7470	17.6700	12/03/03	12/29/09	9,084 80	8,194.40	890.40
	82.5540	18.1700	12/31/03	12/29/09	1,617.23	1,500.00	117.23
	535.6310	21.3300	11/30/04	12/29/09	10,493.01	11,425 00	-931.99
	374.8130	26.6800	09/05/07	12/29/09	7,342 59	10,000.00	-2,657 41
FIRST EAGLE SOGEN FDS INC OVERSEAS FD CL A	1,455.0260	17.6700	12/03/03	02/20/09	22,000.00	25,710.31	-3,710.31
GROWTH FUND AMERICA CLASS F	657.1240	23.5900	12/03/03	02/20/09	12,209.35	15,501.55	-3,292.20
	2.4930	23.6500	12/15/03	02/20/09	46.31	59.00	-12.69
	61 3750	24.4400	12/31/03	02/20/09	1,140.35	1,500.00	-359.65
	247 7920	26.5300	11/30/04	02/20/09	4,603 99	6,573.92	-1,969.93
GROWTH FUND AMERICA CL F	182.8530	26.5300	11/30/04	05/12/09	4,055.67	4,851.08	-795.41
	509.2440	30.8300	12/28/05	05/12/09	11,295.03	15,700.00	-4,404.97
	280.6620	35.6300	09/05/07	05/12/09	6,225.09	10,000.00	-3,774.91
HARRIS ASSOC INVT TR OAKMARK EQUITY&INCOME FD CL I	1,466 5830	25.4600	10/01/08	12/29/09	37,720.51	37,339 19	381.32
	81.8540	21.3500	12/22/08	12/29/09	2,105.28	1,747.58	357.70
	54 9590	21.3500	12/22/08	12/29/09	1,413 54	1,173.37	240 17
HEARTLAND GROUP INC LARGE CAP SELECT VALUE FUND	1,401.3330	30.0500	09/13/07	02/20/09	22,281.19	42,110.05	-19,828.86

Realized Gain/Loss

WELLS FARGO ADVISORS

As of Date: 2/05/10

Account Number: 2782-0674
O'RIELLY FAMILY FOUNDATION
ATTN:RICHARD B O'RIELLY

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	21.3720	26.5900	12/31/07	02/20/09	339.81	568.27	-228.46
	61.5720	26.5900	12/31/07	02/20/09	979.00	1,637.20	-658.20
	214.6390	26.5900	12/31/07	05/12/09	4,013.74	5,707.25	-1,693.51
	23.1590	26.5900	12/31/07	05/12/09	433.08	615.79	-182.71
	0.0620	24.7100	04/02/08	05/12/09	1.16	1.53	-0.37
OPPENHEIMER INTL BOND FUND CL A							
	5,555.5560	6.2900	09/13/07	02/20/09	31,000.00	34,944.45	-3,944.45
	4,855.9690	6.2900	09/13/07	12/29/09	31,321.00	30,544.04	776.96
	25.7740	6.4100	10/01/07	12/29/09	166.24	165.21	1.03
	52.7730	6.5700	11/01/07	12/29/09	340.38	346.72	-6.34
	54 8460	6.6200	12/03/07	12/29/09	353.75	363.08	-9.33
	519.8100	6.3800	12/31/07	12/29/09	3,352.78	3,316.39	36.39
	63.4980	6.3800	01/02/08	12/29/09	409.56	405.12	4.44
	53.7230	6.5600	02/01/08	12/29/09	346.51	352.42	-5.91
	53.0220	6.6900	03/03/08	12/29/09	341.99	354.72	-12.73
	51.6030	6.7500	04/01/08	12/29/09	332.84	348.32	-15.48
	54.9440	6.6300	05/01/08	12/29/09	354.39	364.28	-9.89
ROYCE PREMIER FUND	934.0470	16.7200	11/16/05	02/20/09	10,050.34	15,617.26	-5,566.92
	227.6630	16.9100	12/28/05	02/20/09	2,449.66	3,849.79	-1,400.13
	700.7820	16.9100	12/28/05	12/29/09	11,541.87	11,850.21	-308.34
	506.5860	19.7400	09/05/07	12/29/09	8,343.48	10,000.00	-1,656.52
Total - Long Term					**$290,786.47**	**$361,387.56**	**-$70,601.09**

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO ADVISORS 0674 DIVIDEND	4,888.	0.	4,888.
WELLS FARGO ADVISORS 0674 INTEREST	256.	0.	256.
WELLS FARGO ADVISORS 6233 DIVIDEND	17,312.	191.	17,121.
WELLS FARGO ADVISORS 6233 INTEREST	355.	0.	355.
WELLS FARGO ADVISORS 6787 DIVIDEND	23,035.	400.	22,635.
WELLS FARGO ADVISORS 6787 INTEREST	63,051.	0.	63,051.
WELLS FARGO ADVISORS 6787 OID INTEREST	42.	0.	42.
WELLS FARGO ADVISORS 8758 INTEREST	29.	0.	29.
TOTAL TO FM 990-PF, PART I, LN 4	108,968.	591.	108,377.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AIG LIFE INSURANCE CO	4,389.	4,389.	
SUNOCO LOGISTICS PARTNERS, LP	-432.	-432.	
ENTERPRISE PRODUCTS PARTNERS, LP	-334.	-334.	
LINN ENERGY, LLC	91.	91.	
POWERSHARES DB BASE METALS FUND	1,481.	1,481.	
ENERGY TRANSFER PARNTERS, LP	-697.	-697.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,498.	4,498.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,200.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,200.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE	6,900.	0.		0.
MISCELLANEOUS	147.	0.		0.
INVESTMENT FEES	15,398.	15,398.		0.
FOREIGN TAXES	489.	489.		0.
TO FORM 990-PF, PG 1, LN 23	22,934.	15,887.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
UNREALIZED GAIN	583,028.
EXCISE TAX REFUND 2008	4,935.
TOTAL TO FORM 990-PF, PART III, LINE 3	587,963.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BROKERAGE ACCOUNTS	3,119,898.	3,119,898.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,119,898.	3,119,898.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANNUITY INVESTMENT	FMV	112,079.	112,079.
TOTAL TO FORM 990-PF, PART II, LINE 13		112,079.	112,079.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RB O'RIELLY 6215 E MIRAMAR DRIVE TUCSON, AZ 85715	PRESIDENT/PERM DIRECTOR 0.50	0.	0.	0.
BARBARA C O'RIELLY 6215 E MIRAMAR DRIVE TUCSON, AZ 85715	PERMANENT DIRECTOR 0.50	0.	0.	0.
PATRICIA PETTIS C/O 6215 E MIRAMAR DRIVE TUCSON, AZ 85715	PERMANENT DIRECTOR 0.50	0.	0.	0.
AMY DRAPER 6210 E CALLE ALTA VISTA TUCSON, AZ 85715	VICE PRES/PERMANENT DIRECT 0.50	0.	0.	0.
GAIL E STEUART 7832 E BAKER STREET TUCSON, AZ 85710	SECRETARY 2.00	0.	0.	0.
VERONICA BARTZ 9875 S CAMINO DE LA ARTINA TUCSON, AZ 85641	TREASURER 2.00	0.	0.	0.
KATIE DRAPER 6210 E CALLE ALTA VISTA TUCSON, AZ 85715	PERMANENT DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ANIMAL CRUSADERS OF ARIZONA P.O. BOX 31586 TUCSON, AZ 85711	NONE PROGRAM FUNDING	PUBLIC CHARITY	3,000.
CASA DE LOS NINOS 1101 N. 4TH TUCSON, AZ 85705	NONE GRANT	PUBLIC CHARITY	10,000.
CATHOLIC COMMUNITY SERVICES 155 W. HELEN TUCSON, AZ 85705	NONE GRANT UPGRADE INFORMATION TECHNOLOGY	PUBLIC CHARITY	11,995.
CATHOLIC FOUNDATION 111 SOUTH CHURCH AVENUE TUCSON, AZ 85701	NONE PROGRAM FUNDING	PUBLIC CHARITY	260.
HUMANE SOCIETY 3450 N. KELVIN BLVD TUCSON, AZ 85716	NONE FUNDING - MEDICATION & OTHER	PUBLIC CHARITY	10,000.
ST AUGUSTINE CATHOLIC HIGH SCHOOL 8800 E. 22ND TUCSON, AZ 85712	NONE PURCHASE PHONE SYSTEM REPLACEMENT	EDUCATIONA INSTITUTIO	13,000.
THE HAVEN 1107 E. ADELAID DR TUCSON, AZ 85719	NONE PROGRAM FUNDING	PUBLIC CHARITY	9,000.
TUCSON URBAN LEAGUE, INC 2305 S. PARK TUCSON, AZ 85713	NONE PROGRAM FUNDING	PUBLIC CHARITY	9,000.

YOUTH ON THEIR OWN 1443 W PRINCE TUCSON, AZ 85705	NONE STUDENT LIVING EXPENSE STIPENDS	PUBLIC CHARITY	9,000.
COMMUNITY HOME REPAIR P.O. BOX 26215 TUCSON, AZ 85726	NONE PROGRAM FUNDING	PUBLIC CHARITY	4,000.
SOUTHERN ARIZONA REGIONAL SCIENCE AND ENGINEERING FAIR TUCSON, AZ	NONE PROGRAM FUNDING	PUBLIC CHARITY	5,000.
LIFE DIRECTIONS 2525 BROADWAY, SUITE 100 TUCSON, AZ 85716	NONE PROGRAM FUNDING	PUBLIC CHARITY	8,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			92,255.