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

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

**2010**

For calendar year 2010, or tax year beginning , 2010, 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

Name of foundation <b>Alice M. O'Brien Foundation</b>		A Employer identification number <b>41-6018991</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1914 Nature View Lane</b>	Room/suite	B Telephone number (see page 10 of the instructions)
City or town, state, and ZIP code <b>West St Paul MN 55118</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 2,920,559</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<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				
4 Dividends and interest from securities	69,757	69,757	69,757	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	50,730			
b Gross sales price for all assets on line 6a <b>680,130</b>				
7 Capital gain net income (from Part IV, line 2)		50,730		
8 Net short-term capital gain			38,783	
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 <b>Total.</b> Add lines 1 through 11	120,487	120,487	108,540	
<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) <b>Sch 1</b>	2,879		2,879	
c Other professional fees (attach schedule) <b>Sch 1</b>	15,232	15,232		
17 Interest <b>Sch 1</b>				
18 Taxes (attach schedule) (see page 14 of the instructions)	17,044	844		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) <b>Sch 1</b>	25		25	
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	35,180	16,076	2,904	0
25 Contributions, gifts, grants paid	150,000			150,000
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	185,180	16,076	2,904	150,000
27 Subtract line 26 from line 12:				
a <b>Excess of revenue over expenses and disbursements</b>	(64,693)			
b <b>Net investment income</b> (if negative, enter -0-)		104,411		
c <b>Adjusted net income</b> (if negative, enter -0-)			105,636	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .	114,666	9,990	9,990
	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 . . . . .			
	10a	Investments—U S and state government obligations (attach schedule) <b>Sch 2</b> . . . . .	185,971	239,768	243,305
	b	Investments—corporate stock (attach schedule) <b>Sch 3</b> . . . . .	1,948,806	1,907,578	2,208,968
	c	Investments—corporate bonds (attach schedule) <b>Sch 2</b> . . . . .	423,984	451,398	458,296
	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	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	2,673,427	2,608,734	2,920,559
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds . . . . .	2,673,427	2,608,734	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	2,673,427	2,608,734	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	2,673,427	2,608,734	

**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) . . . . .	<b>1</b>	2,673,427
2	Enter amount from Part I, line 27a . . . . .	<b>2</b>	(64,693)
3	Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
4	Add lines 1, 2, and 3 . . . . .	<b>4</b>	2,608,734
5	Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	2,608,734

**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> 680,130		629,400	50,730	
<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))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7         </div> </div>		<b>2</b>	50,730
<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>	38,783

**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.

<b>1</b> 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))
2009	245,445	2,093,254	0.1173
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.5637
<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> 0.1127
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			<b>4</b> 2,801,860
<b>5</b> Multiply line 4 by line 3			<b>5</b> 315,770
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,044
<b>7</b> Add lines 5 and 6			<b>7</b> 316,814
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 150,000
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 type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	2,088	
<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>	2,088	
<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>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	2,088	
<b>6</b>	Credits/Payments:			
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	2,200	
<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>	2,200	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	112	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> 112 <b>Refunded</b>	<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 <b>Form 1120-POL</b> 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 <b>Form 990-T</b> 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 XV</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 2010 or the taxable year beginning in 2010 (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)**

<b>11</b>	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)	<b>11</b>		X
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	X	
Website address ▶ N/A				
<b>14</b>	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				
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <b>15</b> N/A			
<b>16</b>	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	<b>16</b>	Yes	No
				X

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

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

		Yes	No
<b>1a</b>	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>b</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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	<b>1b</b>	N/A
<b>c</b>	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 2010?	<b>1c</b>	X
<b>2</b>	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)):		
<b>a</b>	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</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 22 of the instructions)	<b>2b</b>	X
<b>c</b>	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____		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2010 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 2010.)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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 2010?	<b>4b</b>	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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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
<b>1</b> None	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
<b>1</b> None	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	<b>0</b>



**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>	2,782,200
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	62,328
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	2,844,528
<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>	2,844,528
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	42,668
<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>	2,801,860
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	140,093

**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>	140,093
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5 . . . . .	<b>2a</b>	2,088
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2,088
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	138,005
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	138,005
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	138,005

**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>	150,000
<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>	150,000
<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>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	150,000

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				138,005
<b>2</b> Undistributed income, if any, as of the end of 2010:				
<b>a</b> Enter amount for 2009 only . . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .	110,908			
<b>b</b> From 2006 . . . . .	121,568			
<b>c</b> From 2007 . . . . .	107,889			
<b>d</b> From 2008 . . . . .	93,079			
<b>e</b> From 2009 . . . . .	169,892			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	603,336			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 150,000				
<b>a</b> Applied to 2009, 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) . . . . .	0			
<b>d</b> Applied to 2010 distributable amount . . . . .				138,005
<b>e</b> Remaining amount distributed out of corpus . . . . .	11,995			
<b>5</b> Excess distributions carryover applied to 2010 (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 . . . . .	615,331			
<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 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	110,908			
<b>9</b> <b>Excess distributions carryover to 2011.</b> Subtract lines 7 and 8 from line 6a . . . . .	504,423			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006 . . . . .	121,568			
<b>b</b> Excess from 2007 . . . . .	107,889			
<b>c</b> Excess from 2008 . . . . .	93,079			
<b>d</b> Excess from 2009 . . . . .	169,892			
<b>e</b> Excess from 2010 . . . . .	11,995			

**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 2010, 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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<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 2/3 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 28 of the instructions.)

**1 Information Regarding Foundation Managers:**

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

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 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
<b>a</b> Paid during the year  - See Schedule 5 -				150,000
<b>Total</b> . . . . .			<b>3a</b>	150,000
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>3b</b>	0

N/A

(e)  
Related or exempt  
function income  
(See page 28 of  
the instructions )

- [illegible]

C

C

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13

0

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

N/A

N/A

- |       |  |  |
|-------|--|--|
| 1a(1) |  |  |
| 1a(2) |  |  |
|       |  |  |
| 1b(1) |  |  |
| 1b(2) |  |  |
| 1b(3) |  |  |
| 1b(4) |  |  |
| 1b(5) |  |  |
| 1b(6) |  |  |
| 1c    |  |  |

**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

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

Signature of officer or trustee: Alice O. Bergquist
 Date: 5/13/11
 Title: President

Pnnt/Type preparer's name John S McCarthy	Preparer's signature <i>John S McCarthy</i>	Date 5/12/11	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00403424
Firm's name ▶ John S McCarthy, CPA			Firm's EIN ▶ 41-1542904	
Firm's address ▶ 2345 Rice St #228 St Paul MN 55113			Phone no 651-482-9503	

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

**December 31, 2010**

**FORM 990-PF**

Part 1 Line 16(b) Accounting Fees:

Services provided by John S. McCarthy, C.P.A. for preparation of 2009 Form 990-PF	\$	<u>2,879</u>
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Part 1 Line 16(c) Other Professional Fees:

Services provided by Atlantic Trust Private Wealth Management as investment advisor	\$	<u>15,232</u>
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Part 1 Line 18 Taxes:

Foreign taxes paid	\$	844
Federal 990-PF income tax 2009		14,000
Federal 990-PF income tax est. 2010		<u>2,200</u>
Total	\$	17,044

Part 1 Line 23 Other Expenses:

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

**Schedule 1**

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

**BOND HOLDINGS**

**Form 990-PF**

**December 31, 2010**

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	53,362
Conocophillips 4.6% 01/15/15	50M	53,437	54,421
General Elec Capital Corp 5.875% 02/15/12	50M	50,050	52,663
General Elec Capital Corp 3.00% 12/09/11	50M	51,770	51,206
J P Morgan Chase 4.75% 05/01/13	25M	26,498	26,746
Pfizer Inc 4.5% 02/15/14	50M	53,606	54,092
United Tech Corp. 5.375% 12/15/17	50M	54,970	56,533
U P S 4.5% 01/15/13	25M	26,822	26,803
Verizon Communic Inc 6.10% 4/15/18	25M	27,252	28,357
Wal Mart Stores 4.55% 05/01/13	25M	27,024	26,910
Hewlett Packard 4.75% 6/2/14	25M	27,414	27,203
TOTAL CORPORATE BOND HOLDINGS		451,398	458,296
Federal Home Loan Bank 3.625% 05/29/13	25M	26,422	26,630
Federal Nat'l Mtge Assn 4.375% 03/15/13	50M	54,122	53,879
Federal Home Loan Bank 4.875% 5/17/17	25M	27,862	28,112
TOTAL U S GOVT BONDS		108,406	108,621
U S Treas Infl Idx 1.375% 7/15/18	25M	25,935	26,706
U S Treas Infl Idx 1.25% 04/15/14	50M	51,590	54,326
U S Treasury Notes 4.75% 05/15/14	25M	26,698	27,918
U S Treasury Notes 5.00% 08/15/11	25M	27,139	25,734
TOTAL U S TREASURY NOTES		131,362	134,684
TOTAL U S GOVT OBLIGATIONS		239,768	243,305
TOTAL BONDS & U S NOTES		\$ 691,166	\$ 701,601
		=====	=====



**ALICE M. O'BRIEN FOUNDATION 41-6018991**  
**STOCK HOLDINGS**  
**Form 990-PF**  
**December 31, 2010**

Part II Line 10b

<u>CORPORATIONS</u>	<u>NO. OF SHARES</u>		<u>COST</u>	<u>MARKET VALUE</u>
Abbott Laboratories	305	\$	755	\$ 14,613
Accenture Plc Cl A	290		10,498	14,062
Aetna Inc	375		10,896	11,441
Alliance Data Systems	240		13,598	17,047
Anadarko Petroleum Corp	120		7,614	9,139
Apache Corp	150		13,554	17,884
Apple Inc	45		14,464	14,515
Auto Data Processing	525		20,467	24,297
B M C Software Inc	210		10,224	9,899
Bank of America Corp	1,380		23,106	18,409
Bank of NY Mellon CP	615		18,034	18,573
Best Buy Inc	330		12,042	11,316
Blackrock Inc	125		22,118	23,822
CVS Caremark Corp	402		12,748	13,978
Check Pt Software Tech	145		4,655	6,708
Cisco Systems Inc	1,065		14,048	21,545
CME Group Inc Cl A	30		8,153	9,652
Comcast Corp	815		13,137	17,906
Danaher Corp Del	240		8,064	11,321
EQT Corp	355		14,360	15,918
Express Scripts Inc	150		5,815	8,107
Exxon Mobil Corp	302		18,065	22,082
Fidelity Natl Info Svcs	527		13,378	14,435
Fiserv Inc	295		14,375	17,275
General Dynamics Corp	190		11,821	13,482
General Electric Co	1,590		63,527	29,081
Google Inc	17		10,021	10,097
H J Heinz Co	520		20,663	25,719
Hewlett Packard Co	515		23,378	21,681
Intl Business Machines	175		21,610	25,683
J P Morgan Chase & Co	530		21,418	22,483
Lab Cp of Amer Hldg	135		8,918	11,869
Liberty Global Inc Cl A	305		7,024	10,791
Medtronic Inc	400		16,020	14,836
Merck & Co Inc	544		16,731	19,606
Nalco Holding Co	475		9,299	15,171
Nextera Energy Inc	180		9,319	9,358
Nike Inc Class B	175		10,236	14,948
Norfolk Southern Corp	185		8,380	11,622
Northeast Utilities	375		8,562	11,955

Oracle Corp	905	19,185	28,326
P G & E Corp	195	8,134	9,329
Pepsico Inc	495	29,529	32,338
Praxair Inc	210	16,520	20,049
Procter & Gamble Co	285	11,406	18,334
QEP Resources Inc	315	7,597	11,438
Republic Services Inc	345	9,893	10,302
Spectra Energy Corp	345	6,741	8,622
Stryker Corp	355	22,507	19,064
T J X Companies Inc	330	14,270	14,649
Target Corp	335	18,676	20,144
Time Warner Cable	110	5,521	7,263
United Technologies Corp	275	17,130	21,648
United Health Group Inc	635	17,176	22,930
V F Corporation	170	12,165	14,651
VISA Inc	115	7,798	8,094
Walgreen Co	805	25,572	31,363
Wells Fargo & Co	640	17,718	19,834
Western Union Co	1,315	24,759	24,420
Williams Companies	805	<u>14,879</u>	<u>19,900</u>

Total Corporations		<u>878,271</u>	<u>995,024</u>
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#### MUTUAL FUNDS

First Eagle Overseas	3,976.911	79,709	91,389
Harbor International	1,960.173	103,103	118,689
Matthews Pacific Tiger	3,640.789	65,611	85,340
Pimco Commodity Real	10,428.410	<u>80,976</u>	<u>96,880</u>

Total Mutual Funds		<u>329,399</u>	<u>392,298</u>
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#### OTHER ASSETS

Hatteras Multi Strategy TEI	2863.688	250,000	258,849
Ishares MSCI Emrg Mkt Fund	1,800	68,373	85,756
Ishares Tr MSCI Eafe Fd	1,350	73,705	78,597
Ishares Tr Russell 2000	3,600	218,664	281,664
Ishares Trust S&P 500	200	21,083	25,250
Spdr Dow Jones REIT	1,500	<u>68,083</u>	<u>91,530</u>

Total Other Assets		<u>699,908</u>	<u>821,646</u>
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GRAND TOTAL		\$ <u>1,907,578</u>	\$ <u>2,208,968</u>
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Form 990-PF Part IV

Capital Gains and Losses for Tax on Investment Income  
December 31, 2010

KIND	DESCRIPTION	ACQ	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)	
a		b	c	d	e	g	h	
Other	Ishares Tr Russell 1000	P	09/24/09	02/03/10	97,550	91,984	5,566	*
Other	Ishares Trust S&P 500	P	09/24/09	02/03/10	154,448	147,581	6,867	*
Other	Ishares Tr Russell 1000	P	09/24/09	05/28/10	112,141	105,782	6,359	*
Other	Ishares Trust S&P 500	P	09/24/09	05/28/10	33,102	31,624	1,478	*
Other	215 sh Ventas Inc REIT	P	09/24/09	07/23/10	10,591	8,338	2,253	*
Stock	30 sh CME Group Inc	P	09/24/09	01/07/10	10,170	8,991	1,179	*
Stock	135 sh Aetna Inc	P	09/24/09	01/12/10	4,141	3,923	218	*
Stock	500 sh Pfizer Inc	P	09/24/09	01/19/10	9,878	8,204	1,674	*
Stock	175 sh Exelon Corp	P	09/24/09	02/10/10	7,691	8,793	(1,102)	*
Stock	245 Darden Restaurants Inc	P	09/24/09	02/16/10	9,890	8,603	1,287	*
Stock	80 sh Express Scripts Inc	P	09/24/09	02/19/10	7,184	6,202	982	*
Stock	45 sh Express Scripts Inc	P	09/24/09	03/05/10	4,445	3,489	956	*
Stock	95 sh Peabody Energy Corp	P	09/24/09	03/05/10	4,645	3,529	1,116	*
Stock	195 sh Devon Energy Corp	P	09/24/09	03/08/10	13,535	13,255	280	*
Stock	255 sh AT&T Inc	P	09/24/09	03/24/10	6,687	6,912	(225)	*
Stock	345 Verizon Communic Inc	P	09/24/09	03/24/10	10,496	10,400	96	*
Stock	160 sh Bank of NY Mellon	P	09/24/09	05/03/10	4,987	4,708	279	*
Stock	175 sh FPL Group Inc	P	09/24/09	05/11/10	9,220	9,435	(215)	*
Stock	105 Advance Auto Parts	P	09/24/09	05/21/10	5,133	4,083	1,050	*
Stock	45 sh Express Scripts Inc	P	09/24/09	05/21/10	4,511	3,488	1,023	*
Stock	155 sh CVS Caremark Corp	P	12/02/05	06/22/10	4,909	4,915	(6)	
Stock	80 sh Procter & Gamble	P	09/23/98	06/22/10	4,904	3,202	1,702	
Stock	0.94 sh Exxon Mobil Corp	P	09/24/09	06/28/10	54	0	54	*
Stock	85 Advance Auto Parts	P	09/24/09	07/08/10	4,274	3,305	969	*
Stock	160 sh Liberty Global Inc	P	09/24/09	07/08/10	4,322	3,739	583	*
Stock	95 Anadarko Pete Corp	P	04/30/10	07/13/10	4,456	6,104	(1,648)	*
Stock	105 sh Capital One Fin	P	04/15/10	07/22/10	4,372	4,819	(447)	*
Stock	315 sh Questar Corp	P	09/24/09	07/23/10	5,277	3,821	1,456	*
Stock	115 sh Peabody Energy Corp	P	09/24/09	07/27/10	5,116	4,271	845	*
Stock	299 Fidelity Natl Info Svcs	P	09/24/09	08/09/10	8,661	7,487	1,174	*
Stock	140 sh PG&E Corp	P	01/11/10	08/09/10	6,389	6,106	283	*
Stock	95 sh Praxair Inc	P	09/24/09	08/09/10	8,400	7,571	829	*
Stock	876 sh Pfizer Inc	P	05/21/10	08/23/10	14,102	14,167	(65)	*
Stock	150 sh PG&E Corp	P	09/24/09	09/10/10	6,704	6,239	465	*
Stock	110 Advance Auto Parts	P	09/24/09	10/28/10	6,984	4,278	2,706	
Stock	135 Checkpoint Software	P	10/20/09	11/04/10	5,803	4,058	1,745	
Stock	160 sh Best Buy Inc	P	06/04/10	11/05/10	7,191	6,158	1,033	*
Stock	190 sh Nalco Holding Co	P	09/24/09	11/08/10	5,674	3,720	1,954	
Stock	95 Anadarko Pete Corp	P	12/14/09	11/12/10	6,055	5,658	397	*
Stock	20 sh CME Group Inc	P	08/09/10	12/17/10	6,408	5,435	973	*
Stock	115 sh EQT Corp	P	09/24/09	12/17/10	4,982	4,809	173	
Stock	375 sh Lowes Companies Inc	P	09/24/09	12/17/10	9,565	8,060	1,505	
Stock	175 sh Nalco Holding Co	P	09/24/09	12/17/10	5,594	3,426	2,168	
Stock	85 sh Time Warner Cable	P	03/24/10	12/17/10	5,496	4,267	1,229	*
Stock	745 TD Ameritrade Hldg Co	P	01/08/10	12/21/10	13,993	14,461	(468)	*
Capital Gain Net Income (Loss)					680,130	629,400	50,730	
					=====	=====	=====	

\* Short-term gain (loss)

**Alice M. O'Brien Foundation****41-6018991**

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**Contributions****Form 990-PF, Part XV, Line 3a****Year Ended December 31, 2010**

<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
American Red Cross Minneapolis, MN	N/A	Public	Continuing Operations	\$ 1,000
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	12,500
Habitat for Humanity Minneapolis, MN	N/A	Public	Continuing Operations	500
Holland Hall School Tulsa, OK	N/A	Public	Continuing Operations	1,000
Illusion Theater Minneapolis, MN	N/A	Public	Continuing Operations	1,000
Little Sisters of the Poor St. Paul, MN	N/A	Public	Continuing Operations	11,000
Marine Elementary School Marine on St Croix, MN	N/A	Public	6th Grade Play	2,000
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
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
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	12,000
Schubert Club St. Paul, MN	N/A	Public	Project CHEER	2,500
Schulze Diabetes Institute Minneapolis, MN	N/A	Public	Continuing Operations	65,000
Shalom House Portland, ME	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
Vocal Essence Minneapolis, MN	N/A	Public	Continuing Operations	1,000
Wayzata-Plymouth Meals on Wheels Plymouth, MN	N/A	Public	Continuing Operations	1,000
TOTAL				\$ <u>150,000</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	Stillwater, MN	Director

## Schedule 5