



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation
O'CONNOR FAMILY FOUNDATION

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

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

A Employer identification number
13-7557714

B Telephone number (see instructions)
(212) 308-7700

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

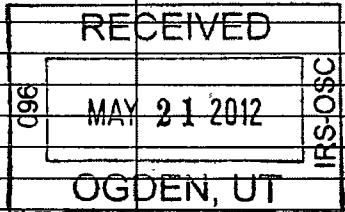
G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 9,766,367.**

J Accounting method 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) (see instructions))		(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 (attach schedule)	4,455,794.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14,306.	14,306.		ATCH 1
	4 Dividends and interest from securities	237,277.	237,277.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	433,148.			
	b Gross sales price for all assets on line 6a	3,500,988.			
	7 Capital gain net income (from Part IV, line 2)		433,148.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-1,943.	-1,943.		ATCH 3	
12 Total. Add lines 1 through 11	5,138,582.	682,788.			
13 Compensation of officers, directors, trustees, etc	0				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 4	6,936.	3,468.		3,468.	
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	4,908.	1,590.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6	18,631.	18,116.		515.	
24 Total operating and administrative expenses. Add lines 13 through 23	30,475.	23,174.		3,983.	
25 Contributions, gifts, grants paid	255,570.			255,570.	
26 Total expenses and disbursements. Add lines 24 and 25	286,045.	23,174.	0	259,553.	
27 Subtract line 26 from line 12	4,852,537.	659,614.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					



SCANNED IN AND ADMINISTRATIVE EXPENSES

618 12

Part II Balance Sheets

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

	Beginning of year		End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets				
1 Cash - non-interest-bearing				
2 Savings and temporary cash investments	40,705.	1,068,408.	1,068,408.	
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 instructions)				
7 Other notes and loans receivable (attach schedule)				
Less allowance for doubtful accounts				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10 a Investments - U S and state government obligations (attach schedule)	222,871.			
b Investments - corporate stock (attach schedule) ATCH 7	622,216.	3,707,118.	3,264,815.	
c Investments - corporate bonds (attach schedule) ATCH 8	2,845,587.	2,774,608.	3,028,956.	
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 9	952,118.	2,449,778.	2,398,028.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe ATCH 10)	470,038.	6,160.	6,160.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,153,535.	10,006,072.	9,766,367.	
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted	5,153,535.	10,006,072.		
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	5,153,535.	10,006,072.		
31 Total liabilities and net assets/fund balances (see instructions)	5,153,535.	10,006,072.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,153,535.
2 Enter amount from Part I, line 27a	2	4,852,537.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	10,006,072.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,006,072.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	433,148.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	234,459.	5,759,206.	0.040710
2009	277,053.	4,949,614.	0.055975
2008	191,809.	5,019,523.	0.038213
2007	9,917.	4,205,426.	0.002358
2006		2,006,536.	

2 Total of line 1, column (d)	2	0.137256
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.027451
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,290,390.
5 Multiply line 4 by line 3	5	255,030.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,596.
7 Add lines 5 and 6	7	261,626.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	259,553.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
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	1	13,192.
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	
3	Add lines 1 and 2	3	13,192.
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	13,192.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,800.
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	2,800.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	10,392.
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 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/> 11		

Part VII-A. Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) ... 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) ... 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? ... Website address N/A ... 14 The books are in care of O'CONNOR CAPITAL PARTNERS Telephone no 212-308-7700 Located at 535 MADISON AVENUE NEW YORK, NY ZIP + 4 10022 ... 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ... and enter the amount of tax-exempt interest received or accrued during the year ... 16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ... See the instructions for exceptions and filing requirements for Form TD F 90-221 If "Yes," enter the name of the foreign country

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.

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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) ... b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ... 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 2011? ... 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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) ... 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? b If "Yes," did it have excess business holdings in 2011 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 2011) ... 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2011?

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 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 instructions)? Yes No

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 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
ATTACHMENT 11		0	0	0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,024,818.
b	Average of monthly cash balances	1b	1,400,890.
c	Fair market value of all other assets (see instructions)	1c	6,160.
d	Total (add lines 1a, b, and c)	1d	9,431,868.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,431,868.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	141,478.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,290,390.
6	Minimum investment return. Enter 5% of line 5	6	464,520.

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	464,520.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,192.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,192.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	451,328.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	451,328.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	451,328.

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	259,553.
b	Program-related investments - total from Part IX-B	1b	
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	259,553.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	259,553.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				451,328.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			255,570.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 259,553.				
a Applied to 2010, but not more than line 2a			255,570.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				3,983.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				447,345.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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 instructions.)

1 Information Regarding Foundation Managers:

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

JOAN B. O'CONNOR

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

N/A

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

Check here [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
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 12</p>				
Total				▶ 3a 255,570.
<p><i>b Approved for future payment</i></p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization O'CONNOR FAMILY FOUNDATION	Employer identification number 13-7557714
---	---

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization O'CONNOR FAMILY FOUNDATION

Employer identification number
13-7557714

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF JEREMIAH O'CONNOR ----- 293 PONDFIELD ROAD ----- BRONXVILLE, NY 10708 -----	\$ 4,455,794.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization O'CONNOR FAMILY FOUNDATION

Employer identification number
13-7557714

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization O'CONNOR FAMILY FOUNDATION

Employer identification number

13-7557714

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-148.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					40,469.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					73,498.	
299,950.		28571.41 PIMCO LOW DURATION FUND PROPERTY TYPE: SECURITIES 298,330.				P	VARIOUS 1,620.	07/21/2011
600,000.		60611.1 PIMCO SHORT TERM INST PROPERTY TYPE: SECURITIES 599,486.				P	VARIOUS 514.	06/17/2011
246,720.		8000 ATLAS PIPELINE PART LP PROPERTY TYPE: SECURITIES 196,170.				P	09/12/2008 50,550.	06/17/2011
185,368.		25000 ISTAR FINANCIAL INC PROPERTY TYPE: SECURITIES 224,495.				P	07/18/2008 -39,127.	06/17/2011
88,561.		1700 MARKET VECTORS ETF PROPERTY TYPE: SECURITIES 63,683.				P	VARIOUS 24,878.	06/17/2011
554,762.		39682.54 WINTERGREEN FUND PROPERTY TYPE: SECURITIES 500,000.				P	04/14/2010 54,762.	12/22/2011
27,094.		2421.29 PIMCO FOREIGN BD FD INSTL UNHEDG PROPERTY TYPE: SECURITIES 25,773.				P	VARIOUS 1,321.	07/21/2011
76,168.		75000 CHEVRON CORP PROPERTY TYPE: SECURITIES 76,575.				P	06/29/2011 -407.	09/03/2011
75,000.		75000 FEDERAL FARM CR BKS PROPERTY TYPE: SECURITIES 74,944.				P	06/06/2011 56.	09/07/2011
		75000 FEDERAL HOME LN BKS				P	06/06/2011	09/23/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
75,000.		PROPERTY TYPE: SECURITIES 75,075.					-75.	
126,145.		112736 UNITED STATES TREAS NTS 2% 1/15/1 113,436.					02/11/2009 12,709.	06/06/2011
127,007.		110954 UNITED STATES TREAS NTS 2.375% 1/ PROPERTY TYPE: SECURITIES 114,486.				P	02/18/2009 12,521.	06/06/2011
366,662.		4000 ISHARES TR IBOXX \$ HIGH YIELD CORP PROPERTY TYPE: SECURITIES 295,000.				P	VARIOUS 71,662.	07/21/2011
123,908.		2000 SPDR SER TR DB INTL GOVT PROPERTY TYPE: SECURITIES 95,460.				P	12/26/2008 28,448.	07/21/2011
413,395.		36943.29 PIMCO FOREIGN BD FD INSTL UNHED PROPERTY TYPE: SECURITIES 313,498.				P	VARIOUS 99,897.	07/21/2011
1,429.		WASH SALE-PIMCO FOREIGN BD FD INSTL UNHE PROPERTY TYPE: SECURITIES 1,429.				P	VARIOUS	07/21/2011
TOTAL GAIN (LOSS)							<u>433,148.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF AMERICA - CHECKING	1. 4,762.	1. 4,762.
BANK OF AMERICA - U.S. INTEREST	5,051.	5,051.
BANK OF AMERICA - OID U.S. INTEREST	805.	805.
ATLAS PIPELINE PARTNERS LP	3,687.	3,687.
BANK OF AMERICA - INTEREST		
TOTAL	<u>14,306.</u>	<u>14,306.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF AMERICA - DIVIDEND	189,700.	189,700.
CHARLES SCHWAB - DIVIDEND	47,577.	47,577.
TOTAL	<u>237,277.</u>	<u>237,277.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ATLAS PIPELINE PARTNERS LP	-3,406.	-3,406.
ATLAS PIPELINE PATRS LP-743B STEP DOWN	1,463.	1,463.
TOTALS	<u>-1,943.</u>	<u>-1,943.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FTI CONSULTING INC	6,936.	3,468.		3,468.
TOTALS	<u>6,936.</u>	<u>3,468.</u>		<u>3,468.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX	1,590.	1,590.
FEDERAL EXCISE TAX	3,318.	
TOTALS	<u>4,908.</u>	<u>1,590.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
NYS FILING FEE	250.		250.
INVESTMENT ADVISORY FEES	18,116.	18,116.	
MISC EXPENSE	265.		265.
TOTALS	<u>18,631.</u>	<u>18,116.</u>	<u>515.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK-SEE STMT. A	3,707,118.	3,264,815.
TOTALS	<u>3,707,118.</u>	<u>3,264,815.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS--SEE STMT. A	2,774,608.	3,028,956.
TOTALS	<u>2,774,608.</u>	<u>3,028,956.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
6,689 DOW JONES COMMODITY INDX	227,623.	282,543.
MUTUAL FUNDS - SEE STMT A	2,059,228.	1,938,784.
OTHER SECURITIES-SEE STMT A	162,927.	176,701.
TOTALS	<u>2,449,778.</u>	<u>2,398,028.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND RECEIVABLE	6,160.	6,160.
TOTALS	<u>6,160.</u>	<u>6,160.</u>

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

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROGER D. TURNER 825 EIGHTH AVENUE NEW YORK, NY 10019	TRUSTEE 0	0	0	0
JOAN B. O'CONNOR 293 PONDFIELD ROAD BRONXVILLE, NY 10708	TRUSTEE 0	0	0	0
JOHN O'CONNOR 535 MADISON AVENUE 23RD FLOOR NEW YORK, NY 10022	TRUSTEE 0	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOST TREE VILLAGE CHARITABLE FOUNDATION 11555 LOST TREE WAY NORTH PALM BEACH, FL 33408	NONE PUBLIC	UNRESTRICTED	5,500.
THE BRONXVILLE SCHOOL FOUNDATION INC. 177 PONDFIELD ROAD BRONXVILLE, NY 10708	NONE PUBLIC	UNRESTRICTED	10,000.
BREAD FOR THE WORLD 425 3RD STREET SW SUITE 1200 WASHINGTON, DC 20024	NONE PUBLIC	UNRESTRICTED	1,000.
BOSTON COLLEGE HIGH SCHOOL 150 MORRISSEY BOULEVARD BOSTON, MA 2125	NONE PUBLIC	UNRESTRICTED	20,000.
OUR LADY OF FLORIDA SPIRITUAL CENTER 1300 US HIGHWAY #1 NORTH PALM BEACH, FL 33408	NONE PUBLIC	UNRESTRICTED	21,000.
THE ARCHDIOCESAN STEWARDSHIP APPEAL 1011 FIRST AVENUE 14TH FLOOR NEW YORK, NY 10022	NONE PUBLIC	UNRESTRICTED	50,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. PAUL'S BENEVOLENT INSTITUTE 19 2ND AVENUE 2ND FLOOR PELHAM, NY 10803	NONE PUBLIC	UNRESTRICTED	2,000.
JANSEN HOSPICE AND PALLIATIVE CARE 69 MAIN STREET TUCKAHOE, NY 10707	NONE PUBLIC	UNRESTRICTED	5,000.
HERITAGE MUSEUMS & GARDENS 67 GROVE STREET SANDWICH, MA 2563	NONE PUBLIC	UNRESTRICTED	10,000.
ALLIANCE TO PROTECT NANTUCKET SOUND 4 BARNSTABLE ROAD HYANNIS, MA 2601	NONE PUBLIC	UNRESTRICTED	5,000.
ST. FRANCIS XAVIER CEMETERY BEAUTIFICATION FUND 234 PLEASANT STREET SOUTH WEYMOUTH, MA 2190	NONE PUBLIC	UNRESTRICTED	1,000.
ST. JOSEPH'S SEMINARY 201 SEMINARY AVENUE YONKERS, NY 10704	NONE PUBLIC	UNRESTRICTED	3,500.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STAMFORD HOSPITAL 30 SHELBURNE ROAD STAMFORD, CT 6904	NONE PUBLIC	UNRESTRICTED	5,000.
OUR LADY OF ASSUMPTION CHURCH 435 BERKELEY AVENUE CLAREMONT, CA 91711	NONE PUBLIC	UNRESTRICTED	5,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE BOSTON, MA 2215	NONE PUBLIC	UNRESTRICTED	50,000.
ADAPTIVE SPORTS FOUNDATION 100 SILVERMAN WAY WINDHAM, NY 12496	NONE PUBLIC	UNRESTRICTED	5,000.
GREGORIAN UNIVERSITY FOUNDATION 106 W 56TH STREET #3 NEW YORK, NY 10019	NONE PUBLIC	UNRESTRICTED	12,000.
GUIDING EYES FOR THE BLIND 611 GRANITE SPRINGS ROAD YORKTOWN HEIGHTS, NY 10598	NONE PUBLIC	UNRESTRICTED	4,570.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLUMBIA BUSINESS SCHOOL 3022 WEST BROADWAY NEW YORK, NY 10027	NONE PUBLIC	UNRESTRICTED	1,000.
GEORGETOWN UNIVERSITY 3700 O STREET NW WASHINGTON, DC 20057	NONE PUBLIC	UNRESTRICTED	1,000.
NEW CANAAN CARES 91 ELM STREET NEW CANAAN, CT 6840	NONE PUBLIC	UNRESTRICTED	500.
NEW CANAAN YMCA 564 SOUTH AVENUE NEW CANAAN, CT 6840	NONE PUBLIC	UNRESTRICTED	500.
REDISCOVERY, INC. 296 NEWTON STREET #150 WALTHAM, MA 2453	NONE PUBLIC	UNRESTRICTED	500.
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH, CT 6830	NONE PUBLIC	UNRESTRICTED	2,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILLIAMS ALUMNI FUND 75 PARK STREET WILLIAMSTOWN, MA 1267	NONE PUBLIC	UNRESTRICTED	2,000.
SEAN KEALY FAMILY TRUST 245 NORTH HIGHLAND AVENUE ATLANTA, GA 30307	NONE PUBLIC	UNRESTRICTED	500.
NEW CANAAN NATURE CENTER 144 OENOKE RDG NEW CANAAN, CT 6840	NONE PUBLIC	UNRESTRICTED	500.
FIRST PRESBYTERIAN NURSERY SCHOOL 178 OENOKE RIDGE NEW CANAAN, CT 6840	NONE PUBLIC	UNRESTRICTED	500.
ST. ALOYSIUS CHURCH 2300 WEST LE MOYNE STREET CHICAGO, IL 60622	NONE PUBLIC	UNRESTRICTED	250.
NEW CANAAN PUBLIC LIBRARY 151 MAIN STREET NEW CANAAN, CT 6840	NONE PUBLIC	UNRESTRICTED	250.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAPE COD HEALTHCARE FOUNDATION POST OFFICE BOX 370 HYANNIS, MA 2601	NONE PUBLIC	UNRESTRICTED	5,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	NONE PUBLIC	UNRESTRICTED	10,000.
LAWRENCE HOSPITAL CENTER 55 PALMER AVENUE BRONXVILLE, NY 10708	NONE PUBLIC	UNRESTRICTED	10,000.
COLLEGE OF THE HOLY CROSS 1 COLLEGE STREET WORCESTER, MA 1610	NONE PUBLIC	UNRESTRICTED	500.
HOSPICE FOUNDATION OF PALM BEACH COUNTY 5300 EAST AVENUE WEST PALM BEACH, FL 33407	NONE PUBLIC	UNRESTRICTED	5,000.
TOTAL CONTRIBUTIONS PAID			<u>255,570.</u>

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

ATTACHMENT 13

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

ATLAS PIPELINE PARTNERS TRU (K-1)	01		01	-3,406.	
ATLAS PIPELINE PTRS LP-SEC 743B STEP DOWN			01	1,463.	

TOTALS

-1,943.

O'Connor Family Foundation
Year-End Investment Balance
As of December 31, 2011

Description	Quantities	Tax Cost	Market Value
Corporate Stock			
ASTON MONTAG & CALDWELL GROWTH FUND	18,557.757	475,000.00	426,457.26
CATERPILLAR INC	330 000	10,219.28	29,898.00
COLUMBIA DIVIDEND INCOME FUND	42,061.221	575,000.00	572,873.83
COLUMBIA SELECT LARGE CAP GROWTH	35,865.357	500,000.00	431,101.59
CONOCOPHILLIPS	1,708.000	135,398.55	124,461.96
DU PONT E I DE NEMOURS & CO	432.000	10,008.36	19,776.96
HEWLETT PACKARD CO	284.000	9,922.05	7,315.84
JOHNSON & JOHNSON	173.000	10,005.54	11,345.34
MICROSOFT CORP	579.000	10,015.25	15,030.84
3M CO	183.000	9,885.20	14,956.59
FLUOR CORP	129.000	5,071.42	6,482.25
JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND	22,347.991	275,000.00	252,308.82
NYSE EURONEXT	457.000	9,674.10	11,927.70
PRUDENTIAL JENNISON MID-CAP GROWTH FUND	8,934.659	275,000.00	257,318.18
CAMBIAR SMALL CAP FUND	10,558.259	200,000.00	176,745.26
COLUMBIA SMALL CAP GROWTH FUND	3,517.796	125,000.00	95,472.98
EAGLE SM CAP GROWTH FUND	1,771.690	75,000.00	67,678.56
COLUMBIA ACORN INTL FUND	585.480	25,000.00	20,087.82
HARBOR INTL FUND INSTL	1,545.356	100,000.00	81,053.92
THORNBURG INTL VALUE FUND	3,305.785	100,000.00	81,256.20
DELAWARE EMERGING MKTS FUND	20,179.627	325,000.00	251,639.95
LAZARD EMERGING MKTS EQUITY	15,028.014	325,000.00	252,470.64
PETROLEO BRASILEIRO SA PETROBR	2,300.000	121,917.77	57,155.00
		<u>3,707,117.52</u>	<u>3,264,815.49</u>
Corporate Bonds			
JPMORGAN CHASE & CO 5 735% 10/1/12	75,000.000	79,293.00	77,540.25
ANHEUSER BUSCH INBEV WORLDWIDE 2 5% 3/26/13	75,000.000	77,009.25	76,386.00
IBM 1% 8/5/13	75,000.000	75,306.75	75,590.25
GENERAL ELEC CAP 1 875% 9/16/13	75,000.000	75,876.75	75,924.00
MICROSOFT CORP 0.875% 9/27/13	75,000.000	75,211.50	75,651.00
DU PONT EI DE NEMOURS & CO 1 75% 3/25/14	75,000.000	76,312.50	76,397.25
COLUMBIA STRATEGIC INCOME FUND CLASS Z	140,130.440	733,091.77	835,177.42
ISHARES BARCLAYS AGGREGATE BD FUND	4,000.000	406,560.00	441,000.00
LOOMIS SAYLES BOND FUND	22,626.604	251,430.12	315,188.59
PIMCO TOTAL RETURN FUND	83,028.678	845,882.23	902,521.73
VANGUARD GNMA FUND	145.564	1,540.66	1,611.39
BP CAPITAL MARKETS PLC 3 125% 3/10/12	75,000.000	76,425.00	75,344.25
PIMCO FOREIGN BOND FUND UNHEDGED	57.303	668.98	624.03
		<u>2,774,608.51</u>	<u>3,028,956.16</u>
Tangible Assets			
IPATH DOW JONES-UBS COMMODITY INDEX TOTAL RETURN	6,689.000	227,622.56	282,543.36
Mutual Funds			
PIMCO LOW DURATION FUND	44,417.965	463,687.60	457,060.86
PIMCO SHORT TERM INSTL CL	15,727.991	155,520.34	152,246.95
BLACKROCK EQTY DIVIDEND FD CL SERVICE	5,633.157	101,611.33	102,185.47
BLACKROCK GLOBAL ALLOCATION INSTL CL	39,183.458	772,746.73	714,706.27
FAIRHOLME FUND	3,262.627	100,000.00	75,529.82
PIMCO GLOBAL MULTI ASSET INST	22,225.745	263,776.57	238,926.76
SEQUOIA FUND	683.638	100,560.00	99,469.33
YACKTMAN FUND	5,634.392	101,325.38	98,658.20
		<u>2,059,227.95</u>	<u>1,938,783.66</u>
Others			
PIMCO GLOBAL MULTI-ASSET FUND INSTL CL	8,237.232	100,000.00	88,550.24
MARKET VECTORS ETF TRUST	1,714.000	62,926.77	88,151.02
		<u>162,926.77</u>	<u>176,701.26</u>
TOTAL		<u><u>8,931,503.31</u></u>	<u><u>8,691,799.93</u></u>