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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

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 10/01 , **2011, and ending** 9/30 , **2012**JAMES W. O'BRIEN FOUNDATION, INC.
C/O MCINNIS LAW OFFICES
807 TURNPIKE STREET
NORTH ANDOVER, MA 01845-6131**A** Employer identification number
04-3528495**B** Telephone number (see the instructions)
978-686-6112**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, column (c), line 16) **\$** 16,999,956.
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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	99,169.	99,169.	99,169.	
	4 Dividends and interest from securities	380,373.	380,373.	380,373.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	197,425.			
	b Gross sales price for all assets on line 6a	4,478,450.			
	7 Capital gain net income (from Part IV, line 2)		197,425.		
	8 Net short-term capital gain			135,323.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	SEE STATEMENT 1	3,519.	3,519.		
13 Compensation of officers, directors, trustees, etc.		680,486.	680,486.	614,865.	
14 Other employee salaries and wages		37,960.			37,960.
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)	SEE ST 2	7,077.	2,123.		4,954.
b Accounting fees (attach sch)	SEE ST 3	19,110.	13,377.		5,733.
c Other prof fees (attach sch)	SEE ST 4	140,372.	104,372.		36,000.
17 Interest					
18 Taxes (attach schedule) (see instrs)	SEE STM 5	13,943.	2,772.		
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	SEE STATEMENT 6	2,652.			
24 Total operating and administrative expenses. Add lines 13 through 23		221,114.	122,644.		84,647.
25 Contributions, gifts, grants paid PART XV		495,932.			495,932.
26 Total expenses and disbursements. Add lines 24 and 25		717,046.	122,644.	0.	580,579.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-36,560.			
b Net investment income (if negative, enter -0-)			557,842.		
c Adjusted net income (if negative, enter -0-)				614,865.	

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
A S S E T S	1 Cash — non-interest-bearing	13,801.	48,822.	48,822.
	2 Savings and temporary cash investments	1,558,079.	1,882,864.	1,882,864.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,169.		
	10a Investments — U.S. and state government obligations (attach schedule)	203,102.		
	b Investments — corporate stock (attach schedule)	10,778,606.	12,831,394.	12,831,394.
	c Investments — corporate bonds (attach schedule)	2,300,559.	2,234,021.	2,234,021.
L I A B I L I T I E S	11 Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	-16,643.	-23,092.	-23,092.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe SEE STATEMENT 7)	32,514.	25,947.	25,947.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	14,877,187.	16,999,956.	16,999,956.
	17 Accounts payable and accrued expenses	32,238.	30,988.	
	18 Grants payable	389,248.	389,248.	
N E T A S S E T S O R F U N D B A L A N C E S	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 8)	4,197.	27,106.	
	23 Total liabilities (add lines 17 through 22)	425,683.	447,342.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	14,451,504.	16,552,614.	
F U N D B A L A N C E S	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	14,451,504.	16,552,614.	
N E T A S S E T S O R F U N D B A L A N C E S	31 Total liabilities and net assets/fund balances (see instructions)	14,877,187.	16,999,956.	

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	14,451,504.
2 Enter amount from Part I, line 27a	2	-36,560.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	2,166,504.
4 Add lines 1, 2, and 3	4	16,581,448.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	28,834.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	16,552,614.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED - SECURITY SALES (ST)		P	VARIOUS	VARIOUS
b SEE ATTACHED - SECURITY SALES (LT)		P	VARIOUS	VARIOUS
c SEE ATTACHED SCHED - SECURITY SALES (ST)		P	VARIOUS	VARIOUS
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 751,049.		761,436.	-10,387.
b 3,581,691.		3,519,589.	62,102.
c 145,710.			145,710.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-10,387.
b			62,102.
c			145,710.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	197,425.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	135,323.

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 (column (b) divided by column (c))
2010	1,002,005.	16,077,336.	0.062324
2009	957,726.	15,383,988.	0.062255
2008	1,050,034.	14,261,741.	0.073626
2007	1,018,115.	17,993,776.	0.056582
2006	952,109.	19,111,180.	0.049819

2 Total of line 1, column (d)	2	0.304606
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	0.060921
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,077,455.
5 Multiply line 4 by line 3	5	979,455.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,578.
7 Add lines 5 and 6	7	985,033.
8 Enter qualifying distributions from Part XII, line 4	8	684,951.

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.

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

1 a. 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 instrs)			
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	11,157.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	11,157.
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	11,157.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	7,640.	
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	7,640.	
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	3,517.	
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"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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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)	11		X
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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► _____ Telephone no ► _____ Located at ► _____ ZIP + 4 ► _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		N/A	► <input type="checkbox"/> N/A
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 90-22.1 If 'Yes,' enter the name of the foreign country ►		Yes 16	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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 ► 20__ , 20__ , 20__ , 20__ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?**5b** N/AOrganizations 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

N/A

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**6b** X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 11		37,960.	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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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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	14,260,103.
b Average of monthly cash balances	1b	2,062,186.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	16,322,289.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	16,322,289.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	244,834.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,077,455.
6 Minimum investment return. Enter 5% of line 5	6	803,873.

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	803,873.
2a Tax on investment income for 2011 from Part VI, line 5	2a	11,157.	
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	11,157.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	792,716.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	792,716.
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	792,716.

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	580,579.
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	104,372.
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	684,951.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	684,951.

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

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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				792,716.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	300,806.			
d From 2009	195,377.			
e From 2010	213,398.			
f Total of lines 3a through e	709,581.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 684,951.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				684,951.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	107,765.			107,765.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	601,816.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	601,816.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	193,041.			
c Excess from 2009	195,377.			
d Excess from 2010	213,398.			
e Excess from 2011				

N/A

- (4) Gross investment income.**

[illegible]

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

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a</i> Paid during the year VARIOUS ORGANIZATIONS PLEASE SEE ATTACHED ,			VARIOUS DONATIONS TO CHARITABLE ORGANIZATIONS	495,932.
Total				3a 495,932.
<i>b</i> Approved for future payment				
Total				3b

2011

FEDERAL STATEMENTS
JAMES W. O'BRIEN FOUNDATION, INC.
C/O MCINNIS LAW OFFICES

PAGE 1

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ 3,519.	\$ 3,519.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES				
TOTAL	\$ 7,077.	\$ 2,123.	\$ 0.	\$ 4,954.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT FEES				
TOTAL	\$ 19,110.	\$ 13,377.	\$ 0.	\$ 5,733.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING EXPENSE	\$ 36,000.			\$ 36,000.
INVESTMENT FEES	104,372.	\$ 104,372.		
TOTAL	\$ 140,372.	\$ 104,372.	\$ 0.	\$ 36,000.

2011

FEDERAL STATEMENTS
JAMES W. O'BRIEN FOUNDATION, INC.
C/O MCINNIS LAW OFFICES

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STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 11,171.			
FOREIGN TAXES	2,772.	\$ 2,772.		
TOTAL	\$ 13,943.	\$ 2,772.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT FEE	\$ 144.			
BANK CHARGES	211.			
DUES	695.			
OFFICE EXPENSE	102.			
POSTAGE	1,500.			
TOTAL	\$ 2,652.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	\$ 25,947.	\$ 25,947.
TOTAL	\$ 25,947.	\$ 25,947.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DEFERRED EXCISE TAX PAYABLE	\$ 21,665.
FEDERAL INCOME TAX	5,441.
TOTAL	\$ 27,106.

2011

FEDERAL STATEMENTS
JAMES W. O'BRIEN FOUNDATION, INC.
C/O MCINNIS LAW OFFICES

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STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED GAINS ON SALE OF SECURITY

\$ 2,166,504.
 TOTAL \$ 2,166,504.

STATEMENT 10
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

DEFERRED INCOME TAX

\$ 28,834.
 TOTAL \$ 28,834.

STATEMENT 11
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JAMES J MCINNIS 807 TURNPIKE STREET NORTH ANDOVER, MA 01845	TRUSTEE 10.00	\$ 21,960.	\$ 0.	\$ 0.
THOMAS STRANGIE 21 THOMPSON LANE LYNN, MA 01904	TRUSTEE 1.00	4,000.	0.	0.
CARL DIMAITI ST. MARY HIGH SCHOOL LYNN, MA 01802	TRUSTEE 1.00	4,000.	0.	0.
MARYBETH MCINNIS 807 TURNPIKE STREET NORTH ANDOVER, MA 01845	TRUSTEE 2.00	4,000.	0.	0.
CHRISTOPHER HOPEY 11 HOLLYHOCK AVENUE NASHUA, NH 03062	TRUSTEE 1.00	4,000.	0.	0.
TOTAL \$ <u>37,960.</u> \$ <u>0.</u> \$ <u>0.</u>				

Federal Statement
James O'Brien Foundation, Inc.
c/o McInnis Law Offices
04-3528495
Part XV, Line 3A
30-Sep-12
AWARDS

Award Recipient	Address	Foundation Status	Purpose of Grant	Amount
Agganis Foundation	Lynn, MA	Public	Scholarships	500
Autism Speaks	Lynn, MA	Public	Autism Treatmt	200
Bellisimi Academy	Lawrence, MA	Public	Capital/Fund	11,000
Bishop Fenwick High School	Peabody, MA	Public	Education	500
Bishop Guertin High School	Nashua, NH	Public	Education	500
Boston College High School	Boston, MA	Public	Scholarships	25,000
Boys and Girls Club of Lynn	Lynn, MA	Public	Community	800
Catholic Schools Foundation	Boston, MA	Public	Education	1,000
Central Catholic High School	Lawrence, MA	Public	Scholarships	15,000
Copperfield Fund	MA	Public	Community	100
Dana Farber Jimmy Fund Walk	Boston, MA	Public	Cancer Research	1,250
Discalced Carmelite Monestary	Barrington, RI	Public	Aid Needy	3,600
Girls, Inc of Lynn	Lynn, MA	Public	Community	30,000
Friends of N.A.Wrestling	North Andover, MA	Public	Community	1,500
Friends of Medford Public Library	Medford, MA	Public	Community	500
Greater Lynn Babe Ruth	Lynn, MA	Public	Community	1,000
Harold Vitale Memorial Fund	Danvers, MA	Public	Scholarships	500
JTT Scholarship	Salem, MA	Public	Scholarships	500
LEHS ROTC	Lynn, MA	Public	Education	1,000
LHAND Scholarship Fund	Lynn, MA	Public	Scholarships	1,000
Lynn English High School	Lynn, MA	Public	Scholarships	79,400
Marian High School	Marian, MA	Public	Annual appeal	250
Mass Coalition for the Homeless	Boston, MA	Public	Aid homeless	25,000
Merrimack College	North Andover, MA	Public	Scholarships	123,607
Notre Dame High School	Lawrence, MA	Public	Capital campaign	20,000
Pike School	Andover, MA	Public	Scholarships	4,000
Patrick Reddy Scholarship Fund	Lynn, MA	Public	Scholarships	1,000
Presentation of Mary Academy	Hudson, NH	Public	Education	5,000

James O'Brien Foundation-continued
Form 990PF 9-30-12
Awards

Award Recipient	Address	Foundation Status	Purpose of Grant	Amount
Sacred Heart School	Lynn, MA	Public	Education	1,000
Salem State University	Salem, MA	Public	Education	500
Spartan Football Boosters	Lynn, MA	Public	Education	200
St. John's School	Beverly, MA	Public	Education	175
St. Mary's Food Pantry	Lynn, MA	Public	Feed Hungry	12,000
St. Mary's Golf Tournament	Lynn, MA	Public	Medical Research	2,500
St. Mary's Jr/Sr. High School	Lynn, MA	Public	Scholarships	77,200
St. Mary's Parish	Lynn, MA	Public	Aid Indigent	900
St. Pius School	Lynn, MA	Public	Education	1,000
St. Pius V	Lynn, MA	Public	Religious	3,600
St. Vincent De Paul	Orleans, MA	Public	Aid Indigent	6,600
Stevan Downey Golf Tournament	Weymouth, MA	Public	Cancer Research	300
Suffolk University Law School	Boston, MA	Public	Scholarships	20,500
The Augustinian Fund	MA	Public	Aid Indigent/Sick	5,000
The Franciscan Campaign 2012	Boston, MA	Public	Religious	500
Villanova	Villanova, PA	Public	Education	10,000
Visitation House	Worcester, MA	Public	Medical	250
TOTAL AWARDS				495,932

James O'Brien Foundation Inc.

Capital Gains

10/01/11 through 09/30/12

10/30/12.

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
SHORT TERM							
Debt Securities	Morgan Stanley Grp 6 6%	1,500 000	01/09/12	04/02/12	150,000 00	151,650 00	-1,650 00
Equity Securities	BP Amoco	500 000	09/19/11	11/21/11	20,999 60	20,000 00	999 60
Equity Securities	Macys Inc	1,000 000	05/02/11	11/21/11	29,999 42	25,919 90	4,079 52
Equity Securities	Old Republic Intl Corp	4,000 000	07/01/11	11/21/11	29,283 43	47,794 30	-18,510 87
Equity Securities	AMR	3,000 000	12/30/10	12/07/11	3,149 94	23,277 00	-20,127 06
Equity Securities	AMR	2,000 000	04/01/11	12/07/11	2,099 96	12,858 00	-10,758 04
Equity Securities	YUM Brands	1,000 000	04/01/11	12/19/11	54,998 94	51,698 50	3,300 44
Equity Securities	International Paper	1,500 000	10/21/11	01/25/12	47,326 34	39,000 00	8,326 34
Equity Securities	Amgen	400 000	02/28/11	02/17/12	26,999 51	21,000 00	5,999 51
Equity Securities	Macys Inc	500 000	05/02/11	02/17/12	17,499 68	12,959 95	4,539 73
Equity Securities	Encana	1,000 000	12/01/11	03/19/12	19,999 64	19,009 83	989 81
Equity Securities	YUM Brands	500 000	04/01/11	03/19/12	32,499 42	25,849 25	6,650 17
Equity Securities	YUM Brands	500 000	08/31/11	03/19/12	32,499 42	27,249 25	5,250 17
Equity Securities	Encana	2,000 000	12/01/11	06/15/12	37,999 14	38,019 67	-20 53
Equity Securities	BP Amoco	800 000	09/19/11	07/23/12	31,999 28	32,000 00	-0 72
Equity Securities	Noble Corp	200 000	07/27/11	07/23/12	6,599 85	7,573 58	-973 73
Equity Securities	Wells Fargo	1,000 000	03/01/12	07/23/12	32,999 26	31,479 00	1,520 26
Equity Securities	Fifth Third Cap Tr V 7 25%	1,000 000	12/29/11	08/15/12	25,000 00	25,252 77	-252 77
Equity Securities	Encana	500 000	01/12/12	08/20/12	10,499 76	8,964 25	1,535 51
Equity Securities	Encana	500 000	02/08/12	08/20/12	10,499 76	9,768 38	731 38
Equity Securities	Metlife	2,000 000	01/26/12	08/20/12	65,998 52	67,858 00	-1,859 48
Equity Securities	Citigroup	900 000	12/16/11	09/19/12	26,099 42	23,975 91	2,123 51
Equity Securities	Freeport McMoran Copper &	1,000 000	03/22/12	09/24/12	35,999 19	38,278 50	-2,279 31
TOTAL SHORT TERM			Part IV Line 1A		751,049.48	761,436.04	-10,386.56

LONG TERM

Debt Securities	Wachovia Corp 5 3%	1,000 000	08/06/08	10/17/11	100,000 00	93,888 00	6,112 00
Debt Securities	General Electric Cap Corp 5	1,000 000	04/20/10	11/15/11	100,000 00	102,210 00	-2,210 00
Debt Securities	General Electric Cap Corp 5	1,500 000	06/30/10	11/15/11	150,000 00	152,625 00	-2,625 00
Debt Securities	Prudential Finl Inc med term	1,000 000	05/19/09	12/14/11	100,000 00	97,650 00	2,350 00
Debt Securities	Prudential Finl Inc med term	1,000 000	06/30/09	12/14/11	100,000 00	100,500 00	-500 00
Debt Securities	Verizon NJ Bonds 5 875%	1,500 000	12/18/08	01/17/12	150,000 00	149,880 00	120 00
Debt Securities	U S Treasury Note 4 75%	2,000 000	02/21/07	01/31/12	200,000 00	200,506 00	-506 00
Debt Securities	Goldman Sachs Group Step	1,000 000	12/09/10	03/22/12	100,000 00	98,750 00	1,250 00
Debt Securities	Xerox Corp 5 5%	1,000 000	06/01/07	05/15/12	100,000 00	98,703 00	1,297 00
Debt Securities	Goldman Sachs Group Notes	1,000 000	12/18/08	09/04/12	100,000 00	95,375 00	4,625 00
Equity Securities	Abbott Laboratories	500 000	08/12/03	10/24/11	26,249 50	18,530 96	7,718 54
Equity Securities	Abbott Laboratories	500 000	11/18/05	10/24/11	26,249 50	21,250 00	4,999 50
Equity Securities	Amgen	500 000	03/08/10	10/24/11	27,499 47	28,725 00	-1,225 53
Equity Securities	Amgen	100 000	07/19/10	10/24/11	5,499 89	5,250 00	249 89
Equity Securities	Costco	300 000	07/29/09	10/24/11	24,749 52	14,843 07	9,906 45
Equity Securities	Costco	700 000	03/11/10	10/24/11	57,748 89	42,895 30	14,853 59
Equity Securities	BP Amoco	500 000	04/24/00	11/21/11	20,999 60	25,679 09	-4,679 49
Equity Securities	CISCO SYSTEMS INC	1,000 000	02/24/06	11/21/11	17,999 65	19,759 20	-1,759 55
Equity Securities	CISCO SYSTEMS INC	1,000 000	03/03/06	11/21/11	17,999 65	20,929 00	-2,929 35
Equity Securities	EMC Corp	800 000	01/11/06	11/21/11	18,399 64	10,744 00	7,655 64
Equity Securities	Intel	1,000 000	04/01/05	11/21/11	23,999 53	23,268 00	731 53
Equity Securities	Intel	500 000	10/24/05	11/21/11	11,999 77	12,500 00	-500 23
Equity Securities	MARSH & MCLENNAN COM	1,000 000	04/01/08	11/21/11	28,999 44	25,319 90	3,679 54
Equity Securities	MARSH & MCLENNAN COM	500 000	12/02/09	11/21/11	14,499 72	11,129 75	3,369 97
Equity Securities	QUALCOMM INC	500 000	12/21/09	11/21/11	27,499 47	22,794 50	4,704 97
Equity Securities	Tyco Intl	1,000 000	04/17/09	11/21/11	45,999 11	21,920 00	24,079 11
Equity Securities	Teradyne	500 000	03/15/06	11/21/11	6,499 88	7,955 00	-1,455 12
Equity Securities	Teradyne	500 000	06/30/06	11/21/11	6,499 88	7,500 00	-1,000 12
Equity Securities	Getty Realty Corp	3,500 000	03/25/03	12/07/11	44,065 20	67,505 90	-23,440 70
Equity Securities	AMR	1,000 000	01/21/05	12/07/11	1,049 98	9,000 00	-7,950 02
Equity Securities	AMR	1,000 000	04/23/07	12/07/11	1,049 98	30,000 00	-28,950 02

James O'Brien Foundation Inc

Capital Gains

10/01/11 through 09/30/12

10/30/12	Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
	Equity Securities	AMR	3,000 000	07/19/10	12/07/11	3,149 94	20,399 43	-17,249 49
	Equity Securities	Disney Walt Co	800 000	06/27/03	12/07/11	28,799 44	15,882 92	12,916 52
	Equity Securities	ELI LILLY & CO	1,000 000	12/21/09	01/10/12	40,393 72	36,089 00	4,304 72
	Equity Securities	ELI LILLY & CO	500 000	02/22/10	01/10/12	20,196 86	17,500 00	2,696 86
	Equity Securities	Citigroup	400 000	09/14/00	01/12/12	12,544 35	182,873 73	-170,329 38
	Equity Securities	CVS Corp Delaware	800 000	11/23/05	01/12/12	31,999 38	22,374 98	9,624 40
	Equity Securities	CVS Corp Delaware	200 000	05/01/07	01/12/12	7,999 85	7,144 00	855 85
	Equity Securities	Raytheon	700 000	10/13/10	01/12/12	33,599 35	32,136 30	1,463 05
	Equity Securities	International Paper	300 000	09/03/10	01/23/12	8,399 84	6,710 25	1,689 59
	Equity Securities	International Paper	400 000	09/21/10	01/23/12	11,199 78	8,803 00	2,396 78
	Equity Securities	International Paper	1,000 000	09/21/10	01/23/12	28,999 44	22,007 50	6,991 94
	Equity Securities	MARSH & MCLENNAN COM	500 000	12/02/09	01/23/12	14,999 71	11,129 75	3,869 96
	Equity Securities	MARSH & MCLENNAN COM	500 000	12/24/09	01/23/12	14,999 71	11,035 00	3,964 71
	Equity Securities	Raytheon	300 000	10/13/10	01/23/12	14,399 72	13,772 70	627 02
	Equity Securities	Spectra Energy	1,000 000	01/31/03	01/23/12	29,999 42	24,840 34	5,159 08
	Equity Securities	Southern Company	1,000 000	03/08/10	01/23/12	44,999 13	32,358 50	12,640 63
	Equity Securities	Tyco Intl	1,000 000	07/15/09	01/23/12	48,999 05	27,649 70	21,349 35
	Equity Securities	United Parcel Service	500 000	11/11/05	01/23/12	36,249 30	37,927 65	-1,678 35
	Equity Securities	United Health Group	500 000	07/15/09	01/23/12	24,999 52	12,348 00	12,651 52
	Equity Securities	Wal-Mart Stores	1,000 000	05/07/09	01/23/12	59,998 84	50,338 48	9,660 36
	Equity Securities	International Paper	100 000	09/21/10	01/25/12	3,155 09	2,200 75	954 34
	Equity Securities	Emerson Electric	500 000	05/05/08	02/03/12	24,999 52	26,710 00	-1,710 48
	Equity Securities	Emerson Electric	500 000	04/03/09	02/03/12	24,999 52	15,874 75	9,124 77
	Equity Securities	Emerson Electric	500 000	10/29/10	02/03/12	24,999 52	27,469 25	-2,469 73
	Equity Securities	Emerson Electric	500 000	11/03/10	02/03/12	24,999 52	27,234 25	-2,234 73
	Equity Securities	United Parcel Service	500 000	11/11/05	02/16/12	37,499 32	37,927 65	-428 33
	Equity Securities	Citigroup	400 000	12/21/09	02/17/12	13,136 36	13,520 00	-383 64
	Equity Securities	Amgen	400 000	07/19/10	02/17/12	26,999 51	21,000 00	5,999 51
	Equity Securities	Avery Dennison	800 000	03/25/10	02/17/12	23,999 56	28,283 52	-4,283 96
	Equity Securities	EMC Corp	1,200 000	01/11/06	02/17/12	29,999 46	16,116 00	13,883 46
	Equity Securities	Noble Corp	800 000	09/13/10	02/17/12	28,799 48	28,079 92	719 56
	Equity Securities	Noble Corp	200 000	09/21/10	02/17/12	7,199 87	7,055 98	143 89
	Equity Securities	QUALCOMM INC	500 000	12/21/09	02/17/12	29,999 46	22,954 50	7,044 96
	Equity Securities	QUALCOMM INC	500 000	12/30/09	02/17/12	29,999 46	23,479 50	6,519 96
	Equity Securities	Realty Income Corp	1,000 000	11/02/09	02/17/12	34,999 37	23,250 00	11,749 37
	Equity Securities	CISCO SYSTEMS INC	1,000 000	03/03/06	02/17/12	19,999 64	20,929 00	-929 36
	Equity Securities	CISCO SYSTEMS INC	1,000 000	04/23/07	02/17/12	19,999 64	26,899 00	-6,899 36
	Equity Securities	Intel	500 000	10/24/05	03/19/12	13,499 76	12,500 00	999 76
	Equity Securities	Intel	500 000	02/06/07	03/19/12	13,499 76	10,694 50	2,805 26
	Equity Securities	Microsoft	1,000 000	02/14/03	03/19/12	29,999 46	19,692 03	10,307 43
	Equity Securities	Microsoft	200 000	07/28/05	03/19/12	5,999 89	5,145 60	854 29
	Equity Securities	Teradyne	1,500 000	06/30/06	03/19/12	24,871 80	22,500 00	2,371 80
	Equity Securities	Raytheon	800 000	10/13/10	04/02/12	39,999 10	36,727 20	3,271 90
	Equity Securities	NStar	5,000 000	07/09/07	04/10/12	162,508 00	162,508 00	0 00
	Equity Securities	NStar	1,500 000	03/24/08	04/10/12	44,938 00	44,938 00	0 00
	Equity Securities	Lowes	1,000 000	06/05/07	04/23/12	28,999 35	32,640 00	-3,640 65
	Equity Securities	United Parcel Service	500 000	12/06/05	04/23/12	39,999 10	38,370 00	1,629 10
	Equity Securities	Abbott Laboratories	500 000	11/18/05	07/11/12	31,249 93	21,250 00	9,999 93
	Equity Securities	Abbott Laboratories	300 000	04/01/08	07/11/12	18,749 96	16,440 00	2,309 96
	Equity Securities	Noble Corp	500 000	09/21/10	07/23/12	17,999 59	17,639 95	359 64
	Equity Securities	Noble Corp	200 000	10/29/10	07/23/12	7,199 84	6,917 98	281 86
	Equity Securities	Noble Corp	300 000	10/29/10	07/23/12	9,899 78	10,376 97	-477 19
	Equity Securities	Noble Corp	500 000	01/05/11	07/23/12	16,499 63	18,290 00	-1,790 37
	Equity Securities	Wal-Mart Stores	500 000	07/29/09	07/23/12	33,749 24	24,564 23	9,185 01
	Equity Securities	Consolidated Edison	1,000 000	10/30/03	08/13/12	62,498 60	40,608 00	21,890 60
	Equity Securities	Amgen	400 000	02/28/11	08/13/12	28,999 35	21,000 00	7,999 35
	Equity Securities	Disney Walt Co	500 000	06/27/03	08/13/12	24,999 44	9,926 83	15,072 61
	Equity Securities	General Electric	500 000	07/28/05	08/20/12	9,999 78	17,440 00	-7,440 22
	Equity Securities	General Electric	700 000	11/11/05	08/20/12	13,999 69	24,148 60	-10,148 91

James O'Brien Foundation Inc.

Capital Gains

10/01/11 through 09/30/12

10/30/12

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Equity Securities	Johnson & Johnson	1,000 000	04/22/03	08/20/12	67,498 48	50,557 44	16,941 04
Equity Securities	QUALCOMM INC	700 000	05/24/10	08/20/12	40,249 09	28,000 00	12,249 09
Equity Securities	United Parcel Service	500 000	02/16/06	09/19/12	37,119 91	37,934 00	-814 09
Equity Securities	Avery Dennison	1,000 000	03/25/10	09/19/12	29,999 32	35,354 40	-5,355 08
Equity Securities	Citigroup	100 000	12/21/09	09/19/12	2,899 94	3,380 00	-480 06
Equity Securities	MARSH & MCLENNAN COM	1,500 000	12/24/09	09/19/12	50,998 85	33,105 00	17,893 85
Equity Securities	Petroleo Brasileiro SA	1,000 000	03/21/11	09/24/12	22,999 48	39,698 46	-16,698 98
Equity Securities	Petroleo Brasileiro SA	500 000	04/06/11	09/24/12	11,499 74	20,414 25	-8,914 51
Equity Securities	Walgreen	1,000 000	10/31/03	09/24/12	34,999 21	32,140 00	2 859 21
Preferred Stock	Fifth Third Cap Tr V 7 25%	1,000 000	12/30/10	08/15/12	25,000 00	24,797 20	202 80
TOTAL LONG TERM					3,581,690.99	3,519,589.61	62,101.38
OVERALL TOTAL					4,332,740 47	4,281,025.65	51,714 82

Part IV Line 1B

Part IV Line 1C Options 145,710

Part IV Line 2 \$197,425