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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: O'CONNOR FAMILY FOUNDATION. Employer identification number: 13-7557714. Telephone number: (212) 308-7700. City: New York, NY 10022. Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Net investment income of 297,698.

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	1,068,408	352,563	352,563	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	3,707,118	3,706,619	3,625,817	
	c Investments—corporate bonds (attach schedule)	2,774,608	2,746,276	3,116,767	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	2,449,778	3,033,783	3,155,685	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	6,160	3,653	3,653		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,006,072	9,842,894	10,254,485		
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			
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	10,006,072	9,842,894		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	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 page 17 of the instructions)	10,006,072	9,842,894			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,006,072	9,842,894			

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	10,006,072
2	Enter amount from Part I, line 27a	2	-163,178
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	9,842,894
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	9,842,894

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	76,978
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	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	259,553	9,290,390	0.027938
2010	234,459	5,759,206	0.04071
2009	277,053	4,949,614	0.055975
2008	191,809	5,019,523	0.038213
2007	9,917	4,205,426	0.002358
2	Total of line 1, column (d).		2 0.165194
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 0.033039
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 9,940,900
5	Multiply line 4 by line 3.		5 328,437
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,977
7	Add lines 5 and 6.		7 331,414
8	Enter qualifying distributions from Part XII, line 4.		8 450,484

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,977
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	2,977
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,977
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	0
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	0
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	65
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,042
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 2013 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ <u>0</u> (2) On foundation managers \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16 At any time during calendar year 2012, 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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
Roger D Tumer 825 Eighth Avenue New York, NY 10019	TRUSTEE 0 01	0	0	0
Joan B O'Connor 293 Pondfield Road Bronxville, NY 10708	TRUSTEE 0 01	0	0	0
John O'Connor 535 Madison Avenue New York, NY 10022	Trustee 0 01	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
Total number of other employees paid over \$50,000. <input type="checkbox"/>				

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

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 	
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 	
2 	
All other program-related investments. See page 24 of the instructions 3 	

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	9,657,891
b	Average of monthly cash balances.	1b	430,740
c	Fair market value of all other assets (see instructions).	1c	3,653
d	Total (add lines 1a, b, and c).	1d	10,092,284
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	0
3	Subtract line 2 from line 1d.	3	10,092,284
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	151,384
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,940,900
6	Minimum investment return. Enter 5% of line 5.	6	497,045

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	497,045
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,977
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,977
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	494,068
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	494,068
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	494,068

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	450,484
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	450,484
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	2,977
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	447,507

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				494,068
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			447,345	
b Total for prior years 2010, 2009, 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>450,484</u>				
a Applied to 2011, but not more than line 2a			447,345	
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 2012 distributable amount.				3,139
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				490,929
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 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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

NA

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 448,500
b <i>Approved for future payment</i>				
Total				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name FTI Consulting Inc Firm's EIN Firm's address New York, NY 10017 Phone no (973) 364-0400

TY 2012 Accounting Fees Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FTI CONSULTING INC	3,468	1,734		1,734

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

**TY 2012 Investments Corporate
Bonds Schedule**

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS-SEE STMT. A	2,746,276	3,116,767

**TY 2012 Investments Corporate
Stock Schedule****Name:** O'CONNOR FAMILY FOUNDATION**EIN:** 13-7557714

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK-SEE STMT. A	3,706,619	3,625,817

TY 2012 Investments - Other Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
6,689 DOW JONES COMMODITY INDX	AT COST	227,622	276,590
MUTUAL FUNDS - SEE STMT A	AT COST	2,643,234	2,705,184
OTHER SECURITIES-SEE STMT A	AT COST	162,927	173,911

TY 2012 Land, Etc. Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

TY 2012 Other Assets Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	6,160	3,653	3,653

TY 2012 Other Expenses Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS FILING FEE	250			250
INVESTMENT ADVISORY FEES	17,745	17,745		
INVESTMENT EXPENSE	46	46		

TY 2012 Taxes Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	2,760	2,760		
FEDERAL EXCISE TAX	10,392			

O'Connor Family Foundation
Year-End Investment Balance
As of December 31, 2012

Description	Quantities	Tax Cost	Market Value
Corporate Stock			
ASTON MONTAG & CALDWELL GROWTH FUND	18,557 757	475,000 00	444,458 28
CATERPILLAR INC	330 000	10,219 28	29,570 81
COLUMBIA DIVIDEND INCOME FUND	42,061 221	575,000 00	620,403 01
COLUMBIA SELECT LARGE CAP GROWTH	35,865 357	500,000 00	497,093 85
CONOCOPHILLIPS	1,708 000	104,378 76	99,046 92
DU PONT EIDENOURS & CO	432 000	10,008 36	19,430 71
HEWLETT PACKARD CO	284 000	9,922 05	4,047 00
JOHNSON & JOHNSON	173 000	10,005 54	12,127 30
MICROSOFT CORP	579 000	10,015 25	15,464 92
PHILLIPS 66	854 000	31,019 79	45,347 40
3M CO	183 000	9,885 20	16,991 55
FLUOR CORP	129 000	5,071 42	7,577 46
JOHN HANCOCK FDS III DISCIPLINED VALUE MIDCAP FUND	22,347 991	275,000 00	297,228 28
NYSE EURONEXT	457 000	9,175 55	14,413 78
PRUDENTIAL JENNISON MID-CAP GROWTH FUND	8,934 659	275,000 00	289,661 64
CAMBIAR SMALL CAP FUND	10,558 259	200,000 00	196,805 95
COLUMBIA SMALL CAP GROWTH FUND	3,517 796	125,000 00	96,633 86
EAGLESM CAP GROWTH FUND	1,771 690	75,000 00	77,529 15
COLUMBIA ACORN INTL FUND	585 480	25,000 00	23,911 00
HARBOR INTL FUND INSTL	1,545 356	100,000 00	95,997 51
THORNBURG INTL VALUE FUND	3,305 785	100,000 00	92,859 50
DELAWARE EMERGING MKTS FUND	20,179 627	325,000 00	290,788 43
LAZARD EMERGING MKTS EQUITY	15,028 014	325,000 00	293,647 39
PETROLEO BRASILEIRO SA PETROBR	2,300 000	121,917 77	44,781 00
		<u>3,706,618 97</u>	<u>3,625,816 70</u>
Corporate Bonds			
ANHEUSER BUSCH INBEV WORLDWIDE 2 5% 3/26/13	75,000 000	77,009 25	75,346 50
IBM CORP SR UNSEC NT 1% 8/5/13	75,000 000	75,306 75	75,343 50
GENERAL ELECTRIC 1 875% 9/16/13	75,000 000	75,876 75	75,739 50
MICROSOFT CORP 0 875% 9/27/13	75,000 000	75,211 50	75,326 25
DU PONT EIDENOURS & CO 1 75% 3/25/14	75,000 000	76,312 50	76,256 25
COLUMBIA STRATEGIC INCOME FUND CLASSZ	147,349 571	777,869 32	934,196 28
ISHARES BARCLAYS AGGREGATE BD FUND	4,000 000	406,560 00	444,320 00
LOOMISSAYLES BOND FUND	23,999 372	271,662 73	362,870 50
PIMCO TOTAL RETURN FUND	88,674 714	909,757 16	996,703 79
VANGUARD GNMA FUND	0 010	0 01	0 01
PIMCO FOREIGN BOND FUND UNHEDGED	61 028	710 26	664 59
		<u>2,746,276 23</u>	<u>3,116,767 17</u>
Tangible Assets			
IPATH DOW JONES-UBSCOMMODITY INDEX TOTAL RETURN	6,689 000	227,622 56	276,590 15
Mutual Funds			
BLACKROCK ENHANCED EQTY DIV	40,908 000	287,807 29	293,719 44
PIMCO LOW DURATION FUND	16,032 042	167,407 03	168,496 76
PIMCO SHORT TERM INSTL CL	15,939 325	157,601 05	157,480 53
BLACKROCK EQTY DIVIDEND FDCLSERVICE	5,751 940	103,960 22	114,291 05
BLACKROCK GLOBAL ALLOCATION INSTL CL	39,765 816	784,004 41	788,556 13
FAIRHOLME FUND	3,262 627	100,000 00	102,576 99
PIMCO GLOBAL MULTI ASSET INST	22,850 578	270,952 78	261,867 62
SEQUOIA FUND	683 638	100,560 00	115,063 11
WINTERGREEN FUND INST	39,307 733	567,432 25	593,153 69
YACHTMAN FUND	5,752 025	103,508 60	109,978 72
		<u>2,643,233 63</u>	<u>2,705,184 04</u>
Others			
PIMCO GLOBAL MULTI-ASSET FUND INSTL CL	8,237 232	100,000 00	94,398 68
MARKET VECTORSETF TRUST	1,714 000	62,926 77	79,512 46
		<u>162,926 77</u>	<u>173,911 14</u>
TOTAL		<u>9,486,678 16</u>	<u>9,898,269 20</u>

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
6 46 SHRS VANGUARD FIXED INCOME SECS FD	P	2012-01-01	2012-01-30
75,000 BP CAPITAL MARKETS PLC	P	2011-06-06	2012-03-10
29,013 54 SHRS PIMCO LOW DURATION FUND INSTL CL PTLDX	P	2012-01-01	2012-01-12
39,112 05 SHRS WINTERGREEN FUND	P	2012-01-05	2012-04-24
0 36 VANGUARD FIXED INCOME SECS FD	P	2011-08-31	2012-01-30
0 88 SHRS BLACKROCK ENHCD EQTY D	P	2012-01-12	2012-02-29
141 18 VANGUARD FIXED INCOME SECS FD	P	2011-01-01	2012-01-30
75,000 JP MORGAN CHASE & CO SR NT	P	2011-06-23	2012-10-01
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
72		71	1
75,000		76,425	-1,425
299,950		302,883	-2,933
564,387		555,000	9,387
4		4	
7		6	1
1,566		1,493	73
75,000		79,293	-4,293
			76,167

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1
			-1,425
			-2,933
			9,387
			1
			73
			-4,293

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
Lost Tree Village Charitable Foundation 11555 Lost Tree Way North Palm Beach, FL 33408	None	Public	Unrestricted	5,000
The Bronxville School Foundation Inc 177 Pondfield Road Bronxville, NY 10708	None	Public	Unrestricted	5,000
Bread for the World Institute 425 3rd Street SW Suite 1200 Washington, DC 20024	None	Public	Unrestricted	1,000
Boston College High School 150 Morrissey Boulevard Boston, MA 02125	None	Public	Unrestricted	20,000
Our Lady of Florida Spiritual Center 1300 US Highway 1 North Palm Beach, FL 33408	None	Public	Unrestricted	20,500
The Archdiocesan Stewardship Appeal 1011 First Avenue 14th Floor New York, NY 10022	None	Public	Unrestricted	50,000
Jansen Hospice and Palliative Care 670 White Plains Road Scarsdale, NY 10583	None	Public	Unrestricted	500
Heritage Museums & Gardens 67 Grove Street Sandwich, MA 02563	None	Public	Unrestricted	10,000
St Joseph's Seminary 201 Seminary Avenue Yonkers, NY 10704	None	Public	Unrestricted	5,000
Stamford Hospital Foundation 1351 Washington Blvd Stamford, CT 06902	None	Public	Unrestricted	500
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	10,000
Guiding Eyes for the Blind 611 Granite Springs Road Yorktown Heights, NY 10598	None	Public	Unrestricted	5,000
Columbia Business School 622 113th Street New York, NY 10025	None	Public	Unrestricted	750
Georgetown University Dept 0734 Washington, DC 20073	None	Public	Unrestricted	750

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
New Canaan Cares Inc P O Box 178 New Canaan, CT 06840	None	Public	Unrestricted	2,500
New Canaan YMCA 564 South Avenue New Canaan, CT 06840	None	Public	Unrestricted	500
Brunswick School 100 Maher Avenue Greenwich, CT 06830	None	Public	Unrestricted	3,000
Williams Alumni Fund 75 Park Street Williamstown, MA 01267	None	Public	Unrestricted	5,000
New Canaan Nature Center 144 Oenoke Rdg New Canaan, CT 06840	None	Public	Unrestricted	1,000
First Presbyterian Nursery School 178 Oenoke Ridge New Canaan, CT 06840	None	Public	Unrestricted	500
St Aloysius Church 21 Cherry Street New Canaan, CT 06840	None	Public	Unrestricted	500
New Canaan Library 151 Maint Street New Canaan, CT 06840	None	Public	Unrestricted	500
Cape Cod Healthcare Foundation Post Office Box 370 Hyannis, MA 02601	None	Public	Unrestricted	5,000
Memorial Sloan Kettering Cancer Center 633 Third Avenue New York, NY 10017	None	Public	Unrestricted	15,000
College of the Holy Cross 1 College Street Worcester, MA 01610	None	Public	Unrestricted	25,500
Hospice Foundation of Palm Beach County 139 North County Road Palm Beach, FL 33480	None	Public	Unrestricted	5,000
Carver Center 400 Westchester Avenue Port Chester, NY 10573	None	Public	unrestricted	5,000
Catholic Charities 1011 First Avenue Suite 1400 New York, NY 10022	None	Public	unrestricted	10,000
Catholic Relief Services PO Box 17090 Baltimore, MD 21203	None	Public	unrestricted	111,250

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
Cotting School 453 Concord Avenue Lexington, MA 02421	None	Public	unrestricted	5,000
Friends of New Canaan Library 151 Main Street New Canaan, CT 06840	None	Public	unrestricted	500
Historic Hudson Valley 639 Bedford Road Pocantico Hills, NY 10591	None	Public	unrestricted	2,500
Lawrence Home Care of Westchester 670 White Plains Road Suite 213 Scarsdale, NY 10583	None	Public	unrestricted	250
My Sandy Hook Family Fund c/o Wells Fargo Bank 26 Church Hill Newtown, CT 06470	None	Public	Unrestricted	1,000
New Canaan Community Foundation 111 Cherry Street New Canaan, CT 06840	None	Public	Unrestricted	1,000
New Canaan Mounted Troop 22 Carter Street New Canaan, CT 06840	none	Public	Unrestricted	500
Nicklaus Children's Health Care Foundation Lost Tree Golf Club 11520 Lost Tre North Palm Beach, FL 33408	None	Public	Unrestricted	3,000
Olivia Engel Family Fund PO Box 697 Botsford, CT 06404	None	Public	Unrestricted	500
Partners in Health 888 Commonwealth Ave 3rd Floor Boston, MA 02215	none	Public	unrestricted	52,500
Phillips Academy 180 Main Street Andover, MA 018104161	none	Public	unrestricted	500
Pope John Paul II High School 120 High School Road Hyannis, MA 02601	None	Public	Unrestricted	2,000
Resurrection School Foundation Inc 910 Boston Post Road Rye, NY 10580	None	Public	Unrestricted	1,000
Rye Library 1061 Boston Post Road Rye, NY 10580	none	Public	unrestricted	1,000
Save our Sound 4 Barnstable Road Hyannis, MA 02601	None	Public	Unrestricted	5,000

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
South Bronx Education Foundation 843 Crotona Park North Bronx, NY 10460	None	Public	Unrestricted	15,000
St Francis de Sales Church - Hurricane Sandy Reli 129-16 Rockaway Beach Blvd Belle Harbor, NY 11694	None	Public	Unrestricted	2,500
St Joseph's Church 15 Cedar Street Bronxville, NY 10708	None	Public	Unrestricted	750
St Patrick's Cathedral Landmark Foundation 1011 First Avenue Suite 1400 New York, NY 10022	None	Public	Unrestricted	20,000
St Vincent's Hospital Westchester - div SJMC - Th 92 Yonkers Avenue Tuckahoe, NY 10707	None	Public	Unrestricted	250
The Community Fund 17 Sagamore Road Bronxville, NY 10708	None	Public	unrestricted	1,000
The Family Pantry of Cape Cod 133 Queen Anne Road Harwich, MA 02645	None	Public	Unrestricted	1,000
The Lutheran Home 24724 South Buisness 52 PO Box 308 Albemarle, NC 28001	None	Public	Unrestricted	1,000
Three Bays Preservation PO Box 215 Osterville, MA 02655	none	Public	unrestricted	1,000
West School 769 Ponus Ridge Drive New Canaan, CT 06840	None	Public	Unrestricted	500
Total				448,500