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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**  
Open to Public Inspection

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

Name of foundation O'Sullivan Family Charitable Foundation		<b>A Employer identification number</b>  20-1882904	
Number and street (or P O box number if mail is not delivered to street address) P O Box 590005		<b>B Telephone number</b> (see instructions)  (205) 803-4300	
City or town, state, and ZIP code Birmingham, AL 352590005		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 3,210,184		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	2,932,693			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	6,458	6,458		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-2,280			
	<b>b</b> Gross sales price for all assets on line 6a _____ 58,922				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		0		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	2,936,871	6,458		
	<b>13</b> Compensation of officers, directors, trustees, etc	3,000	750		2,250
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	221	55		166
	<b>b</b> Accounting fees (attach schedule) . . . . .	2,123	531		1,592
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	110	110		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	1,737	1,737		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	7,191	3,183		4,008
	<b>25</b> Contributions, gifts, grants paid . . . . .	24,000			24,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	31,191	3,183		28,008
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	2,905,680			
	<b>b Net investment income</b> (if negative, enter -0-)		3,275		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .	166,645	665,228	665,228
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .		291	291
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	102,435	2,099,222	2,136,094
	c	Investments—corporate bonds (attach schedule). . . . .	0	410,019	408,571
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	269,080	3,174,760	3,210,184

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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	

Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .	269,080	3,174,760	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	269,080	3,174,760	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	269,080	3,174,760	

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	269,080
2	Enter amount from Part I, line 27a . . . . .	2	2,905,680
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	3,174,760
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	3,174,760

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	-2,280
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .</div>		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	31,142	305,276	0 102013
2010	29,226	326,851	0 089417
2009	4,718	328,116	0 014379
2008	31,480	422,482	0 074512
2007	35,946	594,519	0 060462

2 Total of line 1, column (d). . . . .	2	0 340783
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 068157
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	397,974
5 Multiply line 4 by line 3. . . . .	5	27,125
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	33
7 Add lines 5 and 6. . . . .	7	27,158
8 Enter qualifying distributions from Part XII, line 4. . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	28,008

Part VIExcise 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	33
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2. . . . .		3	33
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	33
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	414	
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	414
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	381
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 381	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		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)? . . . . .			No
	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?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" 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 checked="" 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.	2		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? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		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? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	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)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Patrick L O'Sullivan Telephone no ▶(205) 803-4300 Located at ▶1820 A 28th Avenue South Homewood AL ZIP +4 ▶35209			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —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

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 checked="" type="checkbox"/> Yes <input 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? ( <b>Exception.</b> 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 <b>any</b> 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		No
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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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)

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(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		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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 type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 Additional Data Table				
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	
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. . . . .	0



Part X

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	216,246
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	187,789
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	404,035
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	404,035
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	6,061
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	397,974
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	19,899

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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	19,899
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	33
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	33
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	19,866
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	19,866
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	19,866

Part XII

Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	28,008
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	28,008
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	33
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	27,975
<b>Note:</b> 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			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20__, 20__, 20__			
3		Excess distributions carryover, if any, to 2012			
a		From 2007.			
b		From 2008.			
c		From 2009.			
d		From 2010.			
e		From 2011.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 28,008			
a		Applied to 2011, but not more than line 2a			
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.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
c		Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 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.			
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.			
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.			

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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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) )

Helen G O'Sullivan

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

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 or e-mail of the person to whom applications should be addressed

Elizabeth H Hutchins  
2311 Highland Avenue  
Birmingham, AL 35205  
(205) 930-5100

b

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

Applications should be in writing, should identify the applicant, should affirm that the applicant is an organization described in Section 501(c)(3) of the Internal Revenue Code, should give the organization's tax exempt number, state the purpose for which the gift will be used, the prior experience of the applicant in carrying out such purpose, the applicant's plan for, and personnel to be used in, carrying out such purpose and should attach a financial statement for the applicant for the current and the preceeding two years

c

Any submission deadlines

There are no submission deadlines, but applications are received from time to time and considered wh

d

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

Donations and grants are restricted to religious or charitable or educational purposes and to donees within the restriction of Section 501(c)(3) of the Internal Revenue Code

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)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	24,000
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities. . . .			14	6,458	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	-2,280	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e). .		0		4,178	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		<b>4,178</b>

[illegible]

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash.			No
<b>(2)</b> Other assets.			No
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization.			No
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.			No
<b>(3)</b> Rental of facilities, equipment, or other assets.			No
<b>(4)</b> Reimbursement arrangements.			No
<b>(5)</b> Loans or loan guarantees.			No
<b>(6)</b> Performance of services or membership or fundraising solicitations.			No
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received			

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

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

May the IRS discuss this return with the preparer shown below (see instr )? ☒ **Yes** ☐ **No**

Form **990-PF** (2012)

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 )
115 Bank Of New York Mellon Corp		2011-02-02	2012-01-19
30 Du Pont E I De Nemour		2009-09-24	2012-10-22
89 Dynergy Inc A		2009-09-24	2012-04-04
77 Dynergy Inc A		2009-09-24	2012-04-04
47 ITT Corp		2009-09-24	2012-01-20
10 ITT Corp		2010-09-21	2012-01-20
35 Johnson & Johnson		2010-04-20	2012-03-09
10 Johnson & Johnson		2010-04-20	2012-10-22
5 Johnson & Johnson		2010-07-13	2012-10-22
666 Kraft Foods Grp Inc		2009-09-24	2012-10-18
61 Kraft Foods Grp Inc		2009-09-24	2012-10-10
70 NCR Corp		2009-12-14	2012-10-17
35 Nucor Corp		2011-01-26	2012-08-28
45 Nucor Corp		2011-01-26	2012-08-31
30 Nucor Corp		2011-03-04	2012-08-31
15 Nucor Corp		2011-08-23	2012-08-31
30 Pall Corp		2010-05-28	2012-10-22
60 Pall Corp		2010-05-28	2012-10-24
60 Penny J C Company 60 Penny J C Company 60 Penny J C Company		2011-12-01	2012-07-10
175 Sony Corp ADR		2009-09-24	2012-05-11
15 Sony Corp ADR		2011-07-08	2012-05-11
60 Suncor Energy Inc		2011-02-11	2012-11-16
45 Suncor Energy Inc		2011-08-23	2012-11-16
50 Terex Corp		2009-09-24	2012-10-22
10 Apple Inc		2012-12-11	2012-12-20
53 CBS Corp		2012-12-11	2012-12-20
35 CVS Caremark		2012-12-11	2012-12-20
165 GNC Holdings Inc		2012-12-11	2012-12-20
37 Hollyfrontier Corp		2012-12-11	2012-12-20
28 Marathon Petroleum Corp		2012-12-11	2012-12-20

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
44 Ulta Salon Cosmetics & Fragrance		2012-12-11	2012-12-20
50 Eaton Vance Corp		2012-12-12	2012-12-28
20 Gilead Sciences Inc		2012-12-14	2012-12-19
42 Catamaran Corp Com		2012-12-14	2012-12-19



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)
2,374		3,684	-1,310
1,477		970	507
31		1,031	-1,000
26		946	-920
1,018		927	91
217		181	36
2,263		2,312	-49
716		661	55
358		305	53
30		13	17
2,845		1,212	1,633
1,551		720	831
1,336		1,630	-294
1,697		2,096	-399
1,131		1,446	-315
566		488	78
1,900		1,030	870
3,740		2,060	1,680
1,265		1,956	-691
2,479		5,038	-2,559
213		412	-199
1,898		2,496	-598
1,423		1,351	72
1,181		960	221
5,230		5,414	-184
1,985		1,900	85
1,710		1,664	46
5,381		5,513	-132
1,738		1,670	68
1,737		1,720	17

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)
4,236		4,269	-33
1,582		1,567	15
1,502		1,495	7
2,086		2,065	21

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	
			-1,310
			507
			-1,000
			-920
			91
			36
			-49
			55
			53
			17
			1,633
			831
			-294
			-399
			-315
			78
			870
			1,680
			-691
			-2,559
			-199
			-598
			72
			221
			-184
			85
			46
			-132
			68
			17


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	
			-33
			15
			7
			21

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
Helen G O'Sullivan	Director 1 00	0	0	0
P O Box 101329 Birmingham,AL 35210				
Patrick L O'Sullivan	Director 2 00	1,000	0	0
1306 Roseland Drive Homewood,AL 35209				
Mary O Henderson	Director 1 00	1,000	0	0
3704 Overbrook Circle Birmingham,AL 35213				
Alyce O Blanch	Director 1 00	1,000	0	0
3772 River Ridge Circle Birmingham,AL 35223				
Harold I Apolinsky	Director 1 00	0	0	0
P O Box 55727 Birmingham,AL 35255				
James M Brooks	Director 1 00	0	0	0
3615 8th Avenue South Birmingham,AL 35222				

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)				
<b>a</b> <i>Paid during the year</i>				
ASPCA 424 E 92nd Street New York, NY 10128		Public Charity	Charitable	1,000
Big Oak Ranch P O Box 507 Springville, AL 35146		Public Charity	Charitable	1,000
Donors Choose 347 West 36th Street Suite 503 New York, NY 10018		Public Charity	Charitable	1,000
Holy Cross School 5500 Paris Avenue New Orleans, LA 70122		Public Charity	Charitable	5,000
Sav-A-Life 2908 Pumphouse Road Birmingham, AL 35243		Public Charity	Charitable	1,500
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 38105		Public Charity	Charitable	1,000
The A21 Campaign Inc 427 East 17th Street Suite 223 Costa Mesa, CA 92627		Public Charity	Charitable	2,000
The Exceptional Foundation 1616 Oxmoor Road Birmingham, AL 35209		Public Charity	Charitable	4,000
The National MS Society 3840 Ridgeway Drive Birmingham, AL 35209		Public Charity	Charitable	6,500
World Reach P O Box 26155 Birmingham, AL 35260		Public Charity	Charitable	1,000
<b>Total . . . . .</b>  <b>3a</b>				24,000

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

<b>Name of the organization</b> O'Sullivan Family Charitable Foundation	<b>Employer identification number</b> 20-1882904
--	---

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

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

<b>Name of organization</b> O'Sullivan Family Charitable Foundation	<b>Employer identification number</b> 20-1882904
--	---

<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>1</u>	Helen G O'Sullivan P O Box 101329  Birmingham, AL 35210	\$ 1,667,396	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>2</u>	Helen G O'Sullivan P O Box 101329  Birmingham, AL 35210	\$ 1,265,297	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )



Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Death benefit received from individual retirement accounts held at Sterne, Agee & Leach	\$ 1,667,396	2012-12-11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Death benefit received from individual retirement accounts held at NBC Securities	\$ 1,265,297	2012-12-14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

<b>Name of organization</b> O'Sullivan Family Charitable Foundation	<b>Employer identification number</b> 20-1882904
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<b>Part III</b>	<b>Exclusively</b> religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of <b>\$1,000 or less</b> for the year (Enter this information once See instructions ) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

TY 2012 Accounting Fees Schedule

**Name:** O'Sullivan Family Charitable Foundation

**EIN:** 20-1882904

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	2,123	531		1,592

TY 2012 Investments Corporate  
Bonds Schedule

Name: O'Sullivan Family Charitable Foundation  
EIN: 20-1882904

Name of Bond	End of Year Book Value	End of Year Fair Market Value
4000 Affiliated Managers Grp Inc Sr Note Conv Cpn 3.950% Due 08/15/38	4,440	4,375
3000 Airtran Holdings Inc Sr Note Conv Cpn 5.250% Due 11/01/16	3,919	3,896
4000 Allegheny Techs Inc Sr Note Conv Cpn 4.250% Due 06/01/14	4,330	4,380
3000 Amgen Inc Sr Note Conv B/E Cpn 0.375% Due 02/01/13	3,499	3,323
2000 Arcelormittal SA Sr Note Conv B/E Cpn 5.000% Due 05/15/14	2,068	2,088
6000 Archer Daniels Midland Sr Note Conv B/E Cpn 0.875% Due 02/15/14	6,008	6,023
3000 Ares Capital Corp Sr Conv Note B/E Cpn 5.750% Due 02/01/16	3,199	3,218
4000 Boston Properties LP Exch Sr Note Cpn 3.750% Due 05/15/36	4,330	4,370
3000 Chesapeake Energy Corp Contingent Sr Note Conv B/E Cpn 2. 750% Due 11/1	2,846	2,884
11000 Chesapeake Energy Corp Sr Nt Moody Ba3	12,064	11,990
16000 Comstock Res Inc Sr Nt Call 04/01/2015	16,317	16,240
3000 EMC Corp Senior Note Convertible B/E Cpn 1.750% Due 12/01/13	4,706	4,762
4000 Gilead Sciences Inc Senior Note Conv B/E Cpn 1.625% Due 05/01J16	6,720	6,720
12000 Goodrich Petroleum Corp Call 03/15/2015	11,625	11,460
4000 Health Care REIT Inc Senior Note Conv B/E Cpn 3.000% Due 12/01/29	4,870	4,870
5000 Intel Corp Jr Sub Debenture Conv B/E Cpn 2.950% Due 12/15/35	5,175	5,175
4000 International Game Technology Note Convertible 144A B/E Cpn 3.25% Due O	4,150	4,150
4000 Janus Capital Group Inc Senior Note Convertible Cpn 3.250% Due 07/15/14	4,115	4,115
100000 JPMorgan Chase Bank Commdty	106,290	106,030
100000 JPMorgan Chase Bank S&P 500	117,530	116,680
4000 L-3 Comms Corp Conv Sr Sub Note B/E Cpn 3.000% Due 08/01/35	4,055	4,055
3000 Lam Research Corp Sr Note Conv B/E Cpn.1.250% Due 05/15/18	2,970	2,970
6000 Medtronic Inc Conv Debenture B/E Cpn 1.625% Due 04/15/13	6,030	6,030
3000 Molson Coors Brewing Company Senior Note Convertible B/E Cpn 2.500% Due	3,037	3,037
3000 National Retail Sr Note Cpn 5.125% 6/15/28	3,664	3,664
3000 Newmont Mining Corp Senior Note Convertible B/E Cpn 1.250% Due 07/15/14	3,540	3,540
4000 Old Republic Intl Corp Senior Note Conv B/E Cpn 3.150% Due 03/15/18	4,135	4,135
2000 Prologis LP Exchangeable Note B/E Cpn 3.250% Due 03/15/15	2,255	2,255
2000 Sandisk Corp Senior Note C0Nvertible B/E Cpn 1.500% Due 08/15/17	2,323	2,323
3000 Steel Dynamics Inc Senior Note Conv B/E Cpn 5.125% Due 06/15/14	3,293	3,293

Name of Bond	End of Year Book Value	End of Year Fair Market Value
21000 Stewart & Stevenson LLC / Corp Sr Nt	20,790	20,790
20000 Stone Energy Corp Senior Notes Call 02/01/2014	21,471	21,475
4000 Symantec Corp Senior Note Convertible B/E Cpn 1.000% Due 06/15/13	4,255	4,255

TY 2012 Investments Corporate  
 Stock Schedule

Name: O'Sullivan Family Charitable Foundation  
 EIN: 20-1882904

Name of Stock	End of Year Book Value	End of Year Fair Market Value
65 3M Company	4,804	6,035
155 3M Company	14,520	14,392
220 Abercrombie & Fitch Co-CI A & Stratton Corp	10,318	10,553
56 Ace Ltd	4,529	4,469
220 Activision Blizzard Inc	2,530	2,336
55 Advent Sorware Inc	1,220	1,176
37 Affiliated Managers Group Inc	4,727	4,816
80 Agrium Inc	6,577	7,990
190 Agrium Inc	19,072	18,975
283 Akron Inc	3,751	3,781
102 Albemarle Corp	6,058	6,336
88 Alexander & Baldwin Inc	2,551	2,585
42 Alliance Data System Corp	6,048	6,080
74 Altera Corp	2,443	2,545
700 American Safety Insurance Holdings Ltd	12,026	13,244
100 American Tower Corp	7,521	7,727
250 American Water Works	9,480	9,283
97 Ametek Inc New	3,635	3,644
30 Anglogold Ashanti Hldgs Fin PLC	1,118	1,121
49 Ansys Inc	3,269	3,300
89 AOL Inc	2,778	2,635
45 Apache Corp Depositary Shares Repstg 1/20Th Pfd Conv Ser D	2,033	2,057
47 Apple Inc	24,895	25,012
312 Arcos Dorados Hldgs Inc A	3,919	3,732
124 Arm Holdings PLC	4,557	4,691
43 Asml Holding Nv NY	2,724	2,769
300 AT&T	10,245	10,113
105 Atwood Oceanics Inc	4,789	4,808
115 Bank Of New York Mellon Corp	0	0
72 Baxter International Inc	4,728	4,800

Name of Stock	End of Year Book Value	End of Year Fair Market Value
150 BCE Inc	6,537	6,441
50 Bed Bath & Beyond Inc	2,908	2,795
2000 Belo Corp Ser A	14,780	15,340
29 Biogen Idec Inc	4,472	4,245
250 Boeing Co	18,580	18,840
171 Brasil Foods SA	3,336	3,610
205 Briggs & Stratton Corp	3,150	4,321
485 Briggs & Stratton Corp	9,947	10,224
57 Brown-Forman Corp Cl B	3,648	3,605
29 Bunge Limited Perpetual Conv Pfd Shs.	2,949	2,951
66 Cabelas Inc	2,999	2,755
51 Canadian National Railway Company	4,655	4,642
143 Carmax Inc	5,042	5,368
38 Catamaran Corp Com	1,868	1,790
139 CBS Corp	4,982	5,289
4013 CCF Holding Company	722	482
57 Celgene Corp	4,553	4,473
150 Cenovus Energy Inc	4,074	5,031
455 Cenovus Energy Inc	15,666	15,261
200 Centurylink Inc	7,714	7,824
23 Cerner Corp	1,804	1,783
29 CF Industries Holdings	6,299	5,892
1550 Checkpoint Systems Inc	15,500	16,647
505 Chicago Bridge & Iron Company N V N Y	21,255	23,407
88 Church & Dwight Co Inc	4,706	4,714
500 Cinemark Hldgs Inc	13,175	12,990
380 Cisco Systems Inc	6,717	7,467
900 Cisco Systems Inc	17,802	17,684
29 Citrix Systems Inc	1,864	1,903
65 Coach Inc	3,682	3,608

Name of Stock	End of Year Book Value	End of Year Fair Market Value
400 Coca Cola Company	15,040	14,500
144 Coca Cola Enterprises Inc	4,533	4,569
36 Cognizant Technology Solutions Corp-Cl A	2,595	2,660
476 Comcast Corp A	17,802	17,783
2150 Compuware Corp	20,490	23,371
22 Concho Resources Inc	1,797	1,772
39 Core Laboraidries Nv	4,162	4,263
930 Corning Inc	11,947	11,737
102 CVS Caremark	4,850	4,932
95 Danaher Corp	5,215	5,310
42 Deckers Outdoor Corp	1,622	1,691
1020 Dell Inc	10,741	10,343
140 Denbury Resources Inc New Holding Company	2,220	2,268
1870 Digital Generation Inc	20,738	20,402
152 Discover Financial Svcs	6,136	5,860
173 Dish Network Corp A	6,353	6,297
2810 Dover Motorsports Inc	4,580	4,749
1690 DSP Group Inc	9,261	9,734
150 DTE Energy Company	9,194	9,007
30 Du Pont E I De Nemour	0	0
120 Du Pont E I De Nemour	3,879	5,397
280 Du Pont E I De Nemour	12,233	12,594
166 Dynergy Inc A	0	0
146 Eaton Vance Corp	4,576	4,650
52 Ecolab Inc	3,675	3,739
118 EMC Corp-Mass	2,917	2,985
200 Enbridge Inc	8,502	8,664
71 Energizer Hldgs Inc	5,804	5,679
125 EQT Corp	7,260	7,372
99 Essilor Intl SA ADR	5,048	5,067



Name of Stock	End of Year Book Value	End of Year Fair Market Value
92 Expedia Inc	5,520	5,652
72 Express Scripts Holding Company	3,897	3,888
125 Exxon Mobil Corp	11,124	10,819
139 Fanuc Corp ADR	4,064	4,319
171 Fidelity National Information Services	6,077	5,953
500 General Electric Co	10,810	10,495
40 General Motors Company Jr Pfd Conv Ser B	1,606	1,765
20 Genesee & Wyoming Inc Conv Pfd Tangible Equity Unit	2,197	2,228
40 Gilead Sciences Inc	2,991	2,938
5 Google Inc Cl A	3,514	3,537
600 Halliburton Co	20,106	20,814
51 Hasbro Inc	1,926	1,831
97 Hatteras Financial Corp Reit	2,513	2,407
189 HCA Holdings Inc	6,233	5,702
45 Health Care REIT Inc Pfd Perptl Conv Ser I	2,564	2,574
60 Hershey Company	4,404	4,333
373 Hertz Global Holdings	5,946	6,069
115 Hollyfrontier Corp	5,191	5,353
500 Home Depot Inc	31,205	30,925
2000 Hyperdynamics Corp	1,220	1,196
136 IAC/Interactivecorp	6,090	6,425
50 Illionis Tool Works Inc	3,103	3,040
155 Ingersoll Rand	4,734	7,434
285 Ingersoll Rand	13,577	13,669
20 Intercontinental Exchange Inc	2,584	2,476
43 International Business Machines Corp	8,256	8,237
3020 Ishares Trust Dow Jones U S Technology Index Fund	212,578	213,574
2427 Ishares Trust Dow Jones Us Healthcare Index Fund	206,077	202,679
100 ITC Holdings Corp	7,811	7,691
57 ITT Corp	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
59 Jeronimo Martins Sgps SA ADR	2,361	2,295
50 Johnson & Johnson	0	0
50 Johnson & Johnson	3,137	3,505
309 Johnson & Johnson	21,916	21,661
100 Kimberly Clark Corp	8,578	8,443
62.809 Kinder Morgan Mgmt LLC	4,612	4,740
300 Kirby Corp	17,301	18,567
62 Kraft Foods Group Inc	0	0
63 Kraft Foods Group Inc	2,899	2,865
88 Kuehne & Nagel Intl AG ADR	2,105	2,141
117 Lazard Ltd Shares A	3,506	3,491
330 Life Technologies Corp	16,582	16,180
19 LinkedIn Corporation Com Cl A	2,128	2,182
100 Linnco LLC	3,765	3,614
214 Loreal Company ADR	5,857	5,988
30 Lorillard Inc	3,593	3,500
1000 Luby'S Inc Formerly Lubys Cafeterias Inc	6,540	6,690
75 Lvmh Moet Hennessy Louis Vuitton ADR	2,714	2,827
122 Lyondelbaseli Industries	6,594	6,965
31 M&T Bank Corp	3,041	3,053
86 Marathon Petroleum Corp	5,282	5,418
120 Market Vectors Etf Trust Gold Miners Etf	5,561	5,567
20 Martin Marietta Materials Inc	1,850	1,886
12 Mastercard Inc A	5,778	5,895
105 Materion Corp	1,965	2,707
160 Materion Corp	3,445	4,125
88 Matson Inc	2,073	2,175
186 MBLA Inc	1,514	1,460
49 Mead Johnson Nutrition Company Common Stock	3,216	3,229
121 Meadwestvaco Corp	3,709	3,856

Name of Stock	End of Year Book Value	End of Year Fair Market Value
135 Merck & Company	6,101	5,527
85 Metlife Inc	3,806	3,780
200 Michael Kors Hldgs Ltd Us Listed	9,862	10,206
259 Micrel Inc	2,498	2,460
400 Microsoft Corp	10,844	10,684
185 Mondelez International Inc	3,675	4,709
616 Mondelez International Inc	16,090	15,679
239 Montpelier RE Holdings Limited	5,185	5,464
44 MSC Industrial Direct Co Inc Cl A	3,125	3,317
70 NCR Corp	0	0
330 NCR Corp	3,604	8,408
775 NCR Corp	19,243	19,747
70 Nestles A Spnsd ADR	4,613	4,562
30 Newmarket Corp	8,141	7,866
45 Nexiera Energy Inc Corp Unit	2,318	2,243
75 Nextera Energy Inc Corp Unit Pfd	4,003	3,975
350 Nisource Inc	8,463	8,711
164 Northeast Utilities	6,483	6,409
29 Novo Nordisk AS ADR	4,742	4,733
145 Novozymes A/S Spon ADR	4,140	4,103
107 Nu Skin Enterprises Inc	4,919	3,964
125 Nucor Corp	0	0
39 O Reilly Automotive Inc	3,541	3,487
100 Old Dominion Freight Lines Inc	3,284	3,428
750 Omnivision Technologies Inc	10,688	10,560
150 Oneok Inc	6,554	6,412
601 Oracle Corp	18,904	20,025
90 Pall Corp	0	0
60 Penny J C Company	0	0
49 Pepsico Inc	3,440	3,353

Name of Stock	End of Year Book Value	End of Year Fair Market Value
250 PG&E Corp	10,218	10,045
200 Pinnacle West Cap Corp	10,298	10,196
113 Potash Corp Of Saskatchewan Inc	4,633	4,598
350 PPL Corp	10,143	10,020
65 PPL Corp Convertible Corp Unit 9.5%	3,451	3,400
60 PPL Corp Corp Unit Consisting Junior Sub Note Convertible Pfd	3,263	3,224
36 Praxair Inc	3,869	3,940
22 Precision Castparts Corp	4,027	4,167
4 Priceline Com Inc Com New	2,452	2,482
60 Pricesmart Inc	4,506	4,619
1378.139 QAD Inc Cl A	18,095	19,845
79 Qualcomm Inc	4,958	4,887
74 Questcor Pharmaceuticals Inc	2,025	1,977
58 Ross Stores Inc	3,105	3,137
56 Salix Pharmaceuticals Ltd	2,344	2,266
114 Sally Beauty Holdings Inc	2,687	2,687
1000 Sandridge Energy Inc	6,670	6,350
28000 Sandstorm Metals & Energy Ltd	14,084	13,804
121 Schlumberger Ltd	8,783	8,385
210 Scotts Miracle-Gro Co	9,163	9,250
2370 Seachange International Inc	22,823	22,918
283 Service Corp Intl	4,047	3,908
226 SGS SA ADR	5,058	5,035
399 Shandong Weigao Group	1,552	1,581
50 Shoprite Holdings Ltd ADR	2,320	2,442
50 Siemens A G Spons ADR	4,738	5,473
115 Siemens A G Spons ADR	12,256	12,589
2160 Sierra Wireless Inc	17,258	17,150
190 Sony Corp ADR	0	0
175 South Jersey Industries Inc	8,782	8,808

Name of Stock	End of Year Book Value	End of Year Fair Market Value
225 Southern Company	9,810	9,632
77 Southwestern Energy Co	2,548	2,573
130 Stanley Black & Decker Inc	9,358	9,616
229 Staples Inc	2,679	2,611
35 Starbucks Corp	1,892	1,877
30 Stericycle Inc	2,799	2,798
105 Suncor Energy Inc	0	0
103 Svenska Ceuulosa Aktiebolaget Sca Sponsored ADR	2,119	2,264
110 Sysmex Corp ADR	2,464	2,530
365 Taiwan Semiconductor	6,227	6,263
3800 Tecumseh Products Co-CI A Non-Vtg	16,644	17,556
1200 Tecumseh Products Co-CI B	5,016	5,520
125 Tempur Pedic Intl Inc	3,739	3,936
59 Tencent Holdings Ltd ADR	1,920	1,926
172 Tenet Healthcare Corp	5,186	5,585
50 Terex Corp	0	0
200 Terex Corp	3,841	5,622
545 Terex Corp	14,001	15,320
153 Tesoro Corp	6,844	6,740
2800 Tetra Technologies Inc-Del	20,076	21,252
175 Texas Instruments Inc	5,527	5,406
415 Texas Instruments Inc	12,869	12,819
200 Texas Pacific Land Trust Sub-Share Ctfs	11,000	10,686
1240 Transact Technologies Inc	9,027	8,953
1460 Transcept Pharmaceuticals Inc	7,577	6,497
17 Transdigm Group Incorporated	2,145	2,318
560 U S Airways Group Inc	7,213	7,560
87 UDR Inc	1,980	2,069
230 Ultra Petroleum Corp	4,405	4,170
129 Union Pacific Corp	15,943	16,218

Name of Stock	End of Year Book Value	End of Year Fair Market Value
750 United States Stl Corp New	16,748	17,887
90 United Technologies Corp Unit 7.5%	4,979	5,014
500 US Airways Group Inc	6,485	6,750
14 V F Corp	2,064	2,114
25 Valmont Industries Inc	1,727	3,414
65 Valmont Industries Inc	8,905	8,876
179 Valueclick Inc	3,451	3,474
58 Verifone Systems Inc	1,927	1,721
116 Viacom Inc B	6,327	6,118
25 Visa Inc Cl A Common Stock	3,680	3,789
62 Vmware Inc A	5,845	5,837
60 Wabtec	2,345	5,252
135 Wabtec	11,883	11,818
103 Wal-Mart De Mexico S A	3,405	3,376
200 Wal-Mart Stores Inc	13,808	13,646
27 Want Want China Holdings Ltd ADR	1,898	1,887
113 Waste Connections Inc	3,692	3,818
4 Wells Fargo & Company Perpetual Pfd Convertible Cl A 7.5%	4,951	4,900
161 Western Digital Corp	6,144	6,841
11 White Mountains Insurance Group	5,704	5,665
275 Williams Cos Inc	8,630	9,004
225 Wisconsin Energy Corp	8,467	8,291
140 Xylem Inc	4,014	3,794
615 Xylem Inc	16,459	16,666

# TY 2012 Legal Fees Schedule

**Name:** O'Sullivan Family Charitable Foundation

**EIN:** 20-1882904

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	221	55		166

## TY 2012 Other Expenses Schedule

**Name:** O'Sullivan Family Charitable Foundation

**EIN:** 20-1882904

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment fees	1,737	1,737		0



# TY 2012 Taxes Schedule

**Name:** O'Sullivan Family Charitable Foundation

**EIN:** 20-1882904

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign income taxes	110	110		0