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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

, 2012, and ending

, 20

Name of foundation

Alice M. O'Brien Foundation

A Employer identification number

41-6018991

Number and street (or P.O. box number if mail is not delivered to street address)

1914 Nature View Lane

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code

West St Paul MN 55118

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,943,542**

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	70,346	70,346	70,346	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	145,355			
	b Gross sales price for all assets on line 6a <b>946,558</b>				
	7 Capital gain net income (from Part IV, line 2)		145,355		
	8 Net short-term capital gain			2,587	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	215,701	215,701	72,933	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Sch. 1	2,773		2,773	
	c Other professional fees (attach schedule) Sch. 1	12,406	12,406		
Total operating and administrative expenses	17 Interest				
	18 Taxes (attach schedule) (see instructions) Sch. 1	5,225	638		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Sch. 1	325		325	
	24 Total operating and administrative expenses. Add lines 13 through 23	20,729	13,044	3,098	0
	25 Contributions, gifts, grants paid	149,000			149,000
	26 Total expenses and disbursements. Add lines 24 and 25	169,729	13,044	3,098	149,000
Subtract line 26 from line 12:	27				
	a Excess of revenue over expenses and disbursements	45,972			
	b Net investment income (if negative, enter -0-)		202,657		
c Adjusted net income (if negative, enter -0-)				69,835	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

SCANNED AUG 22 2013

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	40,454	84,159	84,159
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .	106,343	53,797	60,673
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	2,122,107	2,333,272	2,633,242
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	321,856	165,504	165,468
	<b>11</b> Investments—land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	<b>15</b> Other assets (describe ▶ )			
	<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	2,590,760	2,636,732	2,943,542
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ )			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> . . . . . <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	2,590,760	2,636,732	
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
	<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	2,590,760	2,636,732	
	<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,590,760	2,636,732	

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b>	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	2,590,760
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	45,972
<b>3</b>	Other increases not included in line 2 (itemize) ▶	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	2,636,732
<b>5</b>	Decreases not included in line 2 (itemize) ▶	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	2,636,732

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	- See Schedule 4 -			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 946,558		801,203	145,355	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	145,355
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . }		<b>3</b>	2,587

**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.

(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	149,500	2,806,071	0.0533
2010	150,000	2,801,860	0.0535
2009	245,445	2,093,254	0.1173
2008	169,433	1,549,752	0.1093
2007	187,387	1,654,486	0.1133
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.4467
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			<b>3</b> 0.0893
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .			<b>4</b> 2,817,391
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 251,593
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 2,027
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 253,620
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .			<b>8</b> 149,000

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

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	4,053
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2	<b>3</b>	4,053
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	4,053
<b>6</b>	Credits/Payments:		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	3,900
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	3,900
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	153
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>N/A</u> (2) On foundation managers. ► \$ <u>N/A</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>N/A</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>Minnesota</u>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<b>11</b>		<b>X</b>
<b>12</b>	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)	<b>12</b>		<b>X</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► aobfoundation.org	<b>13</b>	<b>X</b>	
<b>14</b>	The books are in care of ► Alice O'Brien Berquist Telephone no. ► Located at ► 1914 Nature View Ln West St Paul MN ZIP+4 ► 55118			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ► and enter the amount of tax-exempt interest received or accrued during the year ► <b>15</b> N/A			
<b>16</b>	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	<b>16</b>	<b>Yes</b>	<b>No</b> <b>X</b>

**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.

		<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	<b>1b</b>	N/A
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	<b>1c</b>	<b>X</b>
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b>	At the end of tax year 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>b</b>	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	<b>2b</b>	<b>X</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>b</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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>X</b>
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	<b>4b</b>	<b>X</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No**6b**

X

If "Yes" to 6b, file Form 8870.

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

N/A

**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 Schedule 5 -				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

**Total** number of other employees paid over \$50,000 ☐

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1</b> None	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> None	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total. Add lines 1 through 3</b>	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>	2,797,988
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	62,307
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	2,860,295
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . <b>1e</b>		
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	2,860,295
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	42,904
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	2,817,391
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	140,870

**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>	140,870
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5 . . . . . <b>2a</b>	4,053	
<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>	4,053
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	136,817
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	136,817
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	136,817

**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>	149,000
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	149,000
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	149,000

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				136,817
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . . 107,889				
<b>b</b> From 2008 . . . . . 93,079				
<b>c</b> From 2009 . . . . . 169,892				
<b>d</b> From 2010 . . . . . 11,995				
<b>e</b> From 2011 . . . . . 11,995				
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	394,850			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 149,000				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				136,817
<b>e</b> Remaining amount distributed out of corpus . . . . .	12,183			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	407,033			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	107,889			
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	299,144			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . . 93,079				
<b>b</b> Excess from 2009 . . . . . 169,892				
<b>c</b> Excess from 2010 . . . . . 11,995				
<b>d</b> Excess from 2011 . . . . . 11,995				
<b>e</b> Excess from 2012 . . . . . 12,183				

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

<b>1a</b>	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 . . . . .	N/A				
<b>b</b>	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b>	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
						0
<b>b</b>	85% of line 2a . . . . .	0	0	0	0	0
<b>c</b>	Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b>	Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b>	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0	0	0	0	0
<b>3</b>	Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b>	"Assets" alternative test—enter:					
	(1) Value of all assets . . . . .					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b>	"Endowment" alternative test—enter <sup>2</sup> / <sub>3</sub> of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b>	"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) . . . . .					0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
	(3) Largest amount of support from an exempt organization . . . . .					0
	(4) Gross investment income . . . . .					0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

**1 Information Regarding Foundation Managers:**

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

None

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

None

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

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

**c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>  <p style="text-align: center;">- See Schedule 5 -</p>				149,000
<b>Total</b>			▶ <b>3a</b>	149,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			▶ <b>3b</b>	0

N/A

Unrelated business income

Excluded by section 512, 513, or 514

(e)  
Related or exempt  
function income  
(See instructions )

- |                                                                   | (See instructions) |
|-------------------------------------------------------------------|--------------------|
| <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 . . . .           |                    |
| <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 |                    |
| <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                  |
| <b>13 Total.</b> Add line 12, columns (b), (d), and (e)           | <b>13</b> 0        |

(See worksheet in line 13 instructions to verify calculations.)

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

Line No.

▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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N/A

- |       | Yes | No |
|-------|-----|----|
| 1a(1) |     |    |
| 1a(2) |     |    |
| 1b(1) |     |    |
| 1b(2) |     |    |
| 1b(3) |     |    |
| 1b(4) |     |    |
| 1b(5) |     |    |
| 1b(6) |     |    |
| 1c    |     |    |

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

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

Form **990-PF** (2012)

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

**December 31, 2012**

**FORM 990-PF**

Part 1 Line 16(b) Accounting Fees:

Services provided by John S. McCarthy, C.P.A. for preparation of 2011 Form 990-PF	\$	<u>2,773</u>
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Part 1 Line 16(c) Other Professional Fees:

Services provided by Atlantic Trust Private Wealth Management as investment advisor	\$	<u>12,406</u>
----------------------------------------------------------------------------------------	----	---------------

Part 1 Line 18 Taxes:

Foreign taxes paid	\$	638
Federal 990-PF balance due 2011		687
Federal 990-PF estimated tax 2012		<u>3,900</u>
Total	\$	<u>5,225</u>

Part 1 Line 23 Other Expenses:

Memorial gift	\$	100
Meeting expense		200
State registration fee		<u>25</u>
Total	\$	<u>325</u>

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

**BOND HOLDINGS  
Form 990-PF  
December 31, 2012**

Part II Lines 10a & 10c

<u>BOND HOLDINGS &amp; US TREASURY NOTES</u>	<u>PAR VALUE</u>	<u>COST</u>	<u>MARKET VALUE</u>
General Elect Co 5.25% 12/6/17	25M	\$29,635	\$29,470
Hewlett Packard 4.75% 6/2/14	25M	27,414	26,040
J P Morgan Chase 4.75% 05/01/13	25M	26,498	25,332
Shell Int'l 4.3% 9/22/19	25M	27,883	28,851
U P S 4.5% 01/15/13	25M	26,822	25,032
Verizon Communic Inc 6.10% 4/15/18	25M	<u>27,252</u>	<u>30,743</u>
 TOTAL CORPORATE BOND HOLDINGS (10c)		<u>\$165,504</u>	<u>\$165,468</u>
  Federal Home Loan Bank 4.875% 5/17/17	25M	<u>\$27,862</u>	<u>\$29,472</u>
 TOTAL U S GOVT BONDS		27,862	29,472
 U S Treas Infl Idx 1.375% 7/15/18	25M	<u>25,935</u>	<u>31,201</u>
 TOTAL U S TREASURY NOTES		<u>25,935</u>	<u>31,201</u>
 TOTAL U S GOVT OBLIGATIONS (10a)		<u>\$53,797</u>	<u>\$60,673</u>

**Schedule 2**



**ALICE M. O'BRIEN FOUNDATION 41-6018991**  
**STOCK HOLDINGS**  
**Form 990-PF**  
**December 31, 2012**

Part II Line 10b

<u>CORPORATIONS</u>	<u>NO. OF SHARES</u>		<u>COST</u>	<u>MARKET VALUE</u>
Aetna Inc	650	\$	22,081	\$ 30,102
Alliance Data Systems	81		4,526	11,726
Anadarko Petroleum Corp	395		25,867	29,352
Apache Corp	260		23,146	20,410
Apple Inc	110		38,786	58,539
Auto Data Processing	525		20,467	29,888
B M C Software Inc	345		16,019	13,669
Bank of America Corp	855		12,635	9,927
Blackrock Inc	68		11,236	14,056
CVS Caremark Corp	397		14,583	19,195
Check Point Software Tech	250		11,857	11,910
Cisco Systems Inc	1,385		19,676	27,214
Citigroup Inc New	544		24,284	21,521
CME Group Inc Cl A	200		10,056	10,134
Comcast Corp	615		10,561	22,976
Covidien Plc New	405		18,970	23,385
Crown Holdings Inc	560		19,543	20,614
Danaher Corp Del	445		17,419	24,876
EMC Corp Mass	765		18,538	19,354
EQT Corp	180		7,042	10,616
Express Scripts Holding Co	606		28,161	32,724
Fidelity Natl Info Svcs	357		8,814	12,427
Fiserv Inc	295		14,375	23,314
Ford Motor Co New	1,100		16,143	14,245
Freeport McMoran Copper	460		15,669	15,732
General Electric Co	1,590		63,527	33,374
Google Inc	45		25,186	31,832
H J Heinz Co	520		21,971	29,994
J P Morgan Chase & Co	685		27,242	30,119
Johnson & Johnson	270		18,391	18,927
Kinder Morgan Inc	635		21,356	22,435
McDonalds Corp	295		22,994	26,022
Merck & Co Inc	544		16,731	22,271
Microsoft Corp	1,130		28,609	30,182
Netapp Inc	310		11,674	10,401
Nike Inc Class B	220		6,434	11,352
Oracle Corp	1,115		24,416	37,152

P G & E Corp	390	16,577	15,670
Pepsico Inc	250	14,645	17,108
Praxair Inc	270	22,799	29,551
QEP Resources Inc	835	24,439	25,275
Republic Services Inc	780	21,644	22,877
Spectra Energy Corp	545	12,778	14,922
Stryker Corp	345	18,306	18,913
T J X Companies Inc	250	5,380	10,612
Target Corp	465	25,462	27,514
U S Bancorp	375	12,491	11,978
Union Pacific Corp	80	8,844	10,058
United Technologies Corp	350	23,157	28,704
United Health Group Inc	525	13,790	28,476
V F Corporation	130	12,806	19,626
VISA Inc	95	6,442	14,400
Walgreen Co	675	21,216	24,982
Wells Fargo & Co	920	26,138	31,446
Williams Companies	1,195	<u>24,453</u>	<u>39,124</u>

Total Corporations

1,030,352

1,223,203

MUTUAL FUNDS

Absolute Strategies Fund	17,562.993	195,232	194,598
Dreyfus Emerging Mkts Debt	9,342.084	128,460	143,308
IVA Intl Fund	5,914.638	94,742	92,150
Matthews Pacific Tiger	4,600.437	88,290	112,297
Neuberger Berman Equity	13,565.496	152,048	158,581
Pimco Commodity Real	21,559.883	159,876	143,158
Touchstone Small Cap	7,123.333	117,479	116,110
Virtus Emrg Mkts Oppty	5,011.907	<u>50,225</u>	<u>51,673</u>

Total Mutual Funds

986,352

1,011,875

OTHER ASSETS

Hatteras Core Alt TEI	1777.204	150,000	166,720
Ishares MSCI Emrg Mkt Fund	1,800	68,373	79,830
Ishares Tr Russell 2000	500	30,112	42,159
Spdr Dow Jones REIT	1,500	<u>68,083</u>	<u>109,455</u>

Total Other Assets

316,568

398,164

GRAND TOTAL

\$ 2,333,272

\$ 2,633,242

**Schedule 3**

Alice M. O'Brien Foundation 41-6018991

Form 990-PF Part IV

Capital Gains and Losses for Tax on Investment Income  
December 31, 2012

KIND a	DESCRIPTION	ACQ b	DATE ACQUIRED c	DATE SOLD d	SALES PRICE e	COST g	GAIN (LOSS) h	
Bond	Gen Elec Cap 5 875%	P	03/06/02	02/15/12	25,000	25,025	(25)	
Mut Fd	Harbor Intl Fund	P	various	05/31/12	62,163	61,564	526	
							73	*
Mut Fd	Invesco Disc Equity Fd	P	various	09/13/12	88,344	76,987	11,002	
							355	*
Other	Hatteras Core Alt TEI	P	various	05/01/12	100,000	100,000	0	
Other	Ishares Tr Russell 2000	P	09/28/09	09/13/12	118,176	85,242	32,934	
Other	Ishares Tr Russell 2000	P	09/24/09	10/22/12	73,556	54,202	19,354	
Bond	Chevron Corp 3.95%	P	09/29/09	10/19/12	52,372	52,555	(183)	
Bond	ConocoPhillips 4 60%	P	09/29/09	10/19/12	54,478	53,437	1,041	
Bond	United Tech Corp 5.375%	P	09/29/09	10/19/12	60,396	54,970	5,426	
Bond	U S Treas Note 1 25%	P	09/29/09	10/19/12	28,134	25,848	2,286	
Bond	U S Treas Note 4.75%	P	11/05/04	10/19/12	26,720	26,698	22	
Stock	WPX Energy Inc	P	07/27/10	01/03/12	6	3	3	
Stock	268 WPX Energy Inc	P	07/27/10	01/25/12	4,297	2,750	1,547	
Stock	207 Exxon Mobil Corp	P	10/01/10	01/12/12	17,416	12,471	4,945	
Stock	210 Comcast Corp	P	09/24/09	01/20/12	5,433	3,511	1,922	
Stock	215 Comcast Corp	P	09/24/09	02/15/12	6,166	3,595	2,571	
Stock	180 Valspar Corp	P	07/20/11	01/24/12	7,542	6,216	1,326	*
Stock	85 Time Warner Cable	P	12/20/11	01/30/12	6,197	5,302	895	*
Stock	230 Corrections Corp Amer	P	10/14/11	02/07/12	5,465	5,179	286	*
Stock	25 CME Group Inc	P	05/02/11	03/01/12	7,216	7,466	(250)	*
Stock	100 CME Group Inc	P	08/09/10	11/01/12	5,625	5,435	190	
Stock	100 Accenture PLC CI A	P	12/29/10	03/12/12	6,094	4,876	1,218	
Stock	195 Accenture PLC CI A	P	12/29/10	06/07/12	11,477	7,184	4,293	
Stock	95 Medco Health Solutions	P	08/22/11	04/03/12	7,083	5,076	2,007	*

Stock	Express Scripts Hldg Co	P	08/22/11	04/04/12	54	54	0
Stock	65 Visa Inc	P	04/19/11	04/25/12	7,798	4,928	2,870
Stock	50 Visa Inc	P	04/19/11	07/16/12	6,396	3,596	2,800
Stock	50 Visa Inc	P	01/20/11	10/12/12	6,957	3,501	3,456
Stock	160 TJX Cos Inc	P	04/11/11	05/08/12	6,559	4,096	2,463
Stock	120 TJX Cos Inc	P	04/11/11	08/01/12	5,296	2,770	2,526
Stock	160 TJX Cos Inc	P	12/20/10	08/27/12	7,318	3,486	3,832
Stock	170 Fidelity Natl Info Svcs	P	10/05/10	05/18/12	5,410	4,564	846
Stock	115 Pepsico Inc	P	09/24/09	05/18/12	7,801	6,737	1,064
Stock	105 Procter & Gamble Co	P	09/23/98	05/18/12	6,713	4,202	2,511
Stock	180 Procter & Gamble Co	P	09/23/98	07/13/12	11,694	7,204	4,490
Stock	305 Abbott Labs	P	04/13/84	06/06/12	18,427	755	17,672
Stock	69 Blackrock Inc	P	05/06/10	06/25/12	11,576	12,204	(628)
Stock	115 Target Corp	P	11/27/07	08/20/12	7,305	6,411	894
Stock	185 Norfolk Southern Corp	P	09/24/09	09/20/12	12,233	8,380	3,853
Stock	9 Google Inc	P	12/17/10	09/25/12	6,834	5,305	1,529
Stock	89 Alliance Data Sys Corp	P	02/19/10	10/25/12	12,493	5,078	7,415
Stock	100 Stryker Corp	P	11/27/07	11/19/12	5,262	7,006	(1,744)
Stock	406 Western Union Co	P	09/24/09	10/31/12	5,180	7,917	(2,737)
Stock	754 Western Union Co	P	various	11/19/12	9,591	13,046	(1,348)
							(2,107) *
Stock	110 H J Heinz Co	P	09/24/09	11/20/12	6,305	4,371	1,934

Capital Gain Net Income (Loss)

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946,558	801,203	145,355
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\* Short-term gain (loss)

**Alice M. O'Brien Foundation**  
**41-6018991**  
**Contributions**  
**Form 990-PF, Part XV, Line 3a**  
**Year Ended December 31, 2012**

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<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Arts Council of Forsyth County Winston-Salem, NC	N/A	Public	Continuing Operations	\$ 12,500
Breakthrough St Paul St. Paul, MN	N/A	Public	Continuing Operations	1,000
CureSearch for Children's Cancer Bethesda, MD	N/A	Public	Continuing Operations	1,000
Dorothy Day Center Minneapolis, MN	N/A	Public	Continuing Operations	20,000
Habitat for Humanity Minneapolis, MN	N/A	Public	Continuing Operations	500
Hazelden Center City, MN	N/A	Public	Continuing Operations	12,500
Holland Hall School Tulsa, OK	N/A	Public	Continuing Operations	1,000
Illusion Theater Minneapolis, MN	N/A	Public	Continuing Operations	1,000
Lake Harriet Yacht Assn Minneapolis, MN	N/A	Public	Continuing Operations	12,500
Little Sisters of the Poor St Paul, MN	N/A	Public	Continuing Operations	20,000
Minnesota Waldorf School St. Paul, MN	N/A	Public	Continuing Operations	1,000
Mpls Institute of Arts Minneapolis, MN	N/A	Public	Continuing Operations	2,500
Native Prairies Assn of Texas Austin, TX	N/A	Public	Continuing Operations	1,000
Opportunity Alliance Portland, ME	N/A	Public	Family Mediation Program	1,000
Palmer Ridge H.S. Foundation Monument, CO	N/A	Public	Continuing Operations	1,000

**Schedule 5**

St Croix River Assn. St Croix Falls, WI	N/A	Public	Continuing Operations	1,500
St Paul Academy/Summit School St. Paul, MN	N/A	Public	Continuing Operations	2,000
St Paul Chamber Orchestra St Paul, MN	N/A	Public	Continuing Operations	1,000
Salvation Army St. Paul, MN	N/A	Public	Continuing Operations	20,000
Schubert Club St. Paul, MN	N/A	Public	Project CHEER	2,500
Schulze Diabetes Institute Minneapolis, MN	N/A	Public	Continuing Operations	15,000
Sunny Hollow Montessori St. Paul, MN	N/A	Public	Continuing Operations	13,000
Twin Cities Opera Guild St Paul, MN	N/A	Public	Met Auditions	2,500
Unity Church Unitarian St Paul, MN	N/A	Public	Racial Justice Outreach	500
Vocal Essence Minneapolis, MN	N/A	Public	Continuing Operations	500
Wayzata-Plymouth Meals on Wheels Plymouth, MN	N/A	Public	Continuing Operations	1,000
Yadkin Riverkeeper Inc. Winston-Salem, NC	N/A	Public	Continuing Operations	1,000
TOTAL				\$ <u>149,000</u>

### Part VIII Information About Officers, Directors, Trustees

Alice O'Brien Berquist	West St Paul, MN	President
Alvina O'Brien	St Paul, MN	Secretary
Robin W Brooksbank	Marine on St Croix, MN	Director
Terence O'Brien Jr	St Paul, MN	Director
Thomond R O'Brien Jr	Stillwater, MN	Director

### Schedule 5