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 January 1 **, 2012, and ending** December 31 **, 20** 12

Name of foundation: Pat & Neil O'Brien Family Foundation

A Employer identification number: 75-2860865 685

Number and street (or P O box number if mail is not delivered to street address): 5343 Wateka Drive — Room/suite:

B Telephone number (see instructions): 214-999-4223

City or town, state, and ZIP code: Dallas, Texas 75209

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)* ▶ $ 738,826.00

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).)*

	Line	Description	(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)	11,424			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	33	33		
	4	Dividends and interest from securities	7,027	7,027		
	5a	Gross rents . . . . Schedule 1				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	26,027			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2) Sch 4		26,027		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	44,511	33,084		
Operating and Administrative Expenses	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)				
	c	Other professional fees (attach schedule)	3,935	3,935		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	380	380		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	824	824		
	22	Printing and publications				
	23	Other expenses (attach schedule) Schedule	124	124		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,263	5,263		
	25	Contributions, gifts, grants paid	61,650			
	26	**Total expenses and disbursements.** Add lines 24 and 25	66,913	5,263		
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(22,402)			
	b	**Net investment income** (if negative, enter -0-)		27,821		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . Schedule 2	22,919	114,353	114,353
	2	Savings and temporary cash investments	83,375		
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) Schedule 2	510,166	483,388	624,473
	c	Investments—corporate bonds (attach schedule)			
	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	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	616,460	597,741	738,826
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	616,460	597,741	
	31	**Total liabilities and net assets/fund balances** (see instructions)	616,460	597,741	

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	616,460
2	Enter amount from Part I, line 27a	2	(22,402)
3	Other increases not included in line 2 (itemize) ▶	3	3,683
4	Add lines 1, 2, and 3	4	
5	Decreases not included in line 2 (itemize) ▶ Schedule 1	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	597,741

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				
b	Schedule 4			
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	26,027
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	61,650	726,051	8.49
2010	71,241	729,422	9.77
2009	75,127	627,627	11.35
2008	69,839	695,840	9.46
2007	75,223	1,007,569	7.47

2	**Total** of line 1, column (d)	2	46.54
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	9.31
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	726,051
5	Multiply line 4 by line 3	5	67,595
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	-0-
7	Add lines 5 and 6	7	67,595
8	Enter qualifying distributions from Part XII, line 4	8	66,913

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b	1	278	00
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	278	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	278	00
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	0	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	278	00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	278	00

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✔
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✔
	*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		✔
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
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		✔
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		✔
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✔
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		✔
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	✔	
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	✔	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Texas			
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	✔	
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		✔
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✔

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

		Line	Yes	No
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		✔
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		✔
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✔	
	Website address ▶ None			
14	The books are in care of ▶ Neil J. O'Brien Telephone no. ▶ 214-999-4223			
	Located at ▶ 1601 Elm Street, Suite 3000, Dallas, Texas ZIP+4 ▶ 75201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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		✔
	See the 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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ 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)? ☐ Yes ☑ 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.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✔
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? ☐ Yes ☐ No			
	If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✔
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✔
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		✔

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**

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? **6b**

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? **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
Neil J. O'Brien 5343 Wateka Drive, Dallas, Texas 75209	President/Director			
Pat O'Brien 5343 Wateka Drive, Dallas, Texas 75209	Secretary/Director			
Lauretta O. Todd 4005 Wallace Lane, Nashville, Tennessee 37215	Assistant Secretary/Director			

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities Schedule 3	1a	628,851
b	Average of monthly cash balances	1b	114,353
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	743,204
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	743,204
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	17,153
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	726,051
6	**Minimum investment return.** Enter 5% of line 5	6	36,303

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	36,303
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	278
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,025
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	36,025
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	36,025

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	66,913
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	66,913
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	278
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	66,635

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					
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	26,018				
b From 2008	25,527				
c From 2009	37,064				
d From 2010	33,033				
e From 2011	30,610				
f **Total** of lines 3a through e		152,252			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 66,635					
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).)*		36,025			
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		188,277			
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)		36,025			
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		152,252			
10 Analysis of line 9:					
a Excess from 2008	25,527				
b Excess from 2009	37,064				
c Excess from 2010	33,033				
d Excess from 2011	30,610				
e Excess from 2012	36,025				

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets		N/A			
(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 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).)

Pat & Neil O'Brien; Scot & Anne O'Brien

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

N/A

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

Check here ▶ ☑ 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Schedule 5				
Total . . . . . . ► **3a**				
b *Approved for future payment*				
Total . . . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	
1 Program service revenue:					
a N/A					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13

(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.)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

d If the answer to any of the above is "Yes," complete the following schedule. Column **(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 **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Neil J. O'Brien 12/7/13 ▶ President

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule 1

P&N O'Brien Family Foundation

2012

Line 1:	**Contributions**			
	A Cash			
	Robinsons		600.00	
	S. O'Briens		10,000.00	10,600.00
	B. Securities			0
	C. In Kind			824.00
	Total			11,424.00
Line 4:	**Investment Income**			
	Interest			
	Raymond James			33.00
	Dividends			
	Raymond James		4,506.00	
	Vanguard			
	Balance Fund		3,883.00	
	Stock Fund		3,144.00	7,027 00
Line 5c	**Capital Gains - Attached**			
	Raymond James	ST		-6,958 00
		LT		32,985 00
				26,027 00
Line 10	**Grants**			61,650.00
Line 13	**Professional Fees**			
	Raymond James		3,935.00	
Line 16	**Taxes**			
	FIT		380.00	
	Other Expenses			
	Annual Meeting			824.00
	New checks			124
				984
	Reconciliation of Fund Balance			
	1		616,460	
	2		(22,402)	
	3		3,683	
	4			
	5		597,741	

*Double counting of income and expenses included in book value of Raymond James, and other minor variances attributable to cash accounting and year-end transactions.

Schedule 2

P&N O'Brien Family Foundation

2012

Book Value of Securities

Raymond James	202,360
Vanguard	151,327
	129,151
	483,388

Fair Market Value of Securities

Vanguard	332,649
Raymond James	291,824
	624,473

Schedule 3

Pat and Neil O'Brien Family Foundation

2012

	Securities		Cash		
	RJ	Vanguard	Comerica	RJ	
Jan	338,144		20,269	82,401	
Feb			9,644		
Mar	339,744	321,985	48,894	69,792	
Apr	303,067		28,964	103,758	
May	303,083		16,989	82,452	
Jun	294,900	315,624	16,639	98,319	
Jul	292,791		16,264	97,248	
Aug	295,868		13,164	85,671	
Sep	297,265	332,034	11,814	113,043	
Oct	292,752		44,539	64,313	
Nov	286,635		43,714	64,424	
Dec	291,824	332,649	41,214	64,362	
	3,336,073	1,302,289	312,108	945,783	
	11	4	11	11	
Average	303,279	325,572	28,373	85,980	
Totals	Securities:	628,851	Cash:	114,353	743,204

RAYMOND JAMES®

O'brien P&N FF Amb Account Summary

Account No 15264716 | Closing Value $356,185.94

PAT & NEIL O'BRIEN FAMILY
FOUNDATION
5343 WATEKA DR
DALLAS TX 75209-5511438

STANLEY ALLRED
Raymond James & Associates, Inc.
2001 ROSS AVENUE | SUITE 4500 | DALLAS, TX 75201 | (888) 493-8745 | (214) 720-7141
allredcapitalmanagement.com | Stan.Allred@RaymondJames.com

Raymond James Client Services | 800-647-SERV (7378)
Monday - Friday 8 a.m. to 6 p.m. ET
Online Account Access | raymondjames.com/investoraccess

Statement Copies to PATRICK JOSEPH O'BRIEN

SCHEDULE 4

Investment Objectives

Primary: Growth with a medium risk tolerance and a 5 to 10 year time horizon

Secondary: Growth with a high risk tolerance and a 5 to 10 year time horizon.

Activity

		This Statement		Year to Date
Beginning Balance	$	**351,059.16**	$	**396,059.70**
Deposits	$	0.00	$	0.00
Income	$	2,024.83	$	4,539.33
Withdrawals	$	0.00	$	(80,000.00)
Expenses	$	0 00	$	(3,935.00)
Change in Value	$	3,101.95	$	39,521 91
Ending Balance	$	**356,185.94**	$	**356,185.94**
Purchases	$	(2,087 10)	$	(123,428.26)
Sales/Redemptions	$	0.00	$	183,810.90

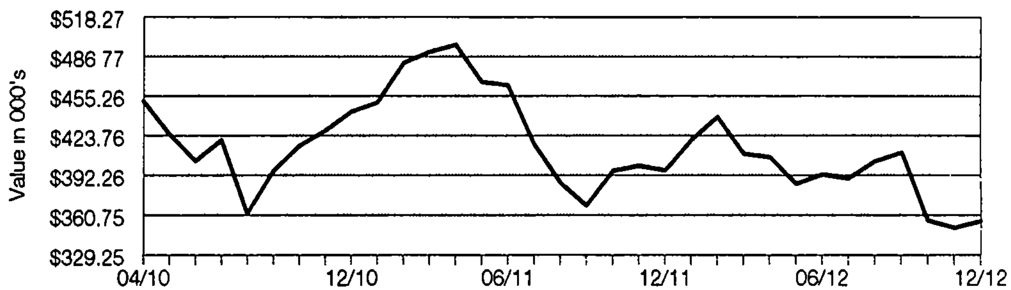
Time-Weighted Performance

See Understanding Your Statement for important information about these calculations.

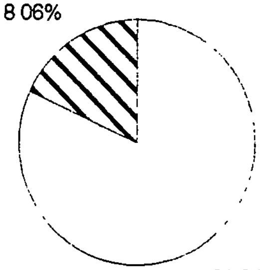
Performance Inception 04/07/10	This Quarter	YTD	2011	2010	Annualized Since 04/07/2010
	(3 71)%	9 69%	4.29%	8.99%	8 39%

Excludes some limited partnerships and unpriced securities Annuity and RJ Bank CD performance may not be all inclusive

Value Over Time



Asset Allocation Analysis



		Value	Percentage
US Equities	$	291,824 07	81 94%
Non-US Equities	$	-	-
Fixed Income	$	-	-
Real Estate & Tangibles	$	-	-
Alternative Investments	$	-	-
Non-classified	$	-	-
Cash & Cash Alternatives	$	64,361.87	18 06%

Morningstar asset allocation information is as of 12/29/2012 (mutual funds & annuities) and 12/20/2012 (529s)

Cash & Cash Alternatives

Cash / Client Interest Program ◆

Description (Symbol)	Value	Est Income Yield	Est Annual Income
CASH HELD IN CLIENT INTEREST PROGRAM	$64,361.87	0.04%	$25.74
Cash / Client Interest Program Total	$64,361.87		$25 74

◆ Please See Client Interest Program on the Understanding Your Statement page

Cash & Cash Alternatives Total	$64,361.87	$25.74

Equities

Stocks

Description (Symbol)	Quantity	Date Acquired	Unit Cost	Total Cost Basis	Price	Value	Est Income Yield	Est Annual Income	Gain or (Loss) Pct.	Gain or (Loss)
AMERICAN CAP LIMITED (ACAS)	2,000 000 c	08/08/2012	$10.859	$21,718.00	$12 020	**$24,040.00**			10 69%	$2,322 00
APPLE INCORPORATED (AAPL)	50.454		$196.559	$9,917.30	$532.172	**$26,850.47**	1.99%	$534 82	170.74%	$16,933 17
LOT 1	50 000	11/04/2009	$193.035	$9,651.75	$532.172	$26,608.60	1 99%	$530 01	175 69%	$16,956 65
LOT 2	0.454 c	Reinvests	$584.281	$265 55	$532.172	$241 61	1 99%	$4 81	(9 02)%	$(23 94)
CYNOSURE INCORPORATED CLASS A (CYNO)	1,000 000 c	10/04/2012	$27.031	$27,031.10	$24.110	**$24,110.00**			(10 81)%	$(2,921.10)
E M C CORPORATION MASS (EMC)	700.000		$21.042	$14,729.66	$25.300	**$17,710.00**			20.23%	$2,980 34
LOT 1	600 000	09/10/2010	$19.929	$11,957 10	$25.300	$15,180.00			26 95%	$3,222 90
LOT 2	100 000 c	07/06/2011	$27.726	$2,772.56	$25.300	$2,530.00			(8.75)%	$(242 56)
EXPRESS SCRIPTS HLDG COMPANY (ESRX)	300.000 c	04/20/2012	$58 469	$17,540.55	$54.000	**$16,200.00**			(7 64)%	$(1,340 55)
FURMANITE CORPORATION (FRM)	4,000.000		$4 684	$18,737.73	$5.370	**$21,480.00**			14.64%	$2,742 27

Equities (continued)

Stocks (continued)

Description (Symbol)	Quantity	Date Acquired	Unit Cost	Total Cost Basis	Price	Value	Est Income Yield	Est Annual Income	Gain or (Loss) Pct	Gain or (Loss)
LOT 1	400 000	04/21/2009	$4.250	$1,699.96	$5.370	$2,148.00			26.36%	$448.04
LOT 2	100 000	04/21/2009	$4.285	$428.50	$5.370	$537.00			25 32%	$108 50
LOT 3	100 000	07/16/2009	$4.545	$454 47	$5.370	$537 00			18.16%	$82.53
LOT 4	500.000	07/16/2009	$4 510	$2,254.95	$5.370	$2,685.00			19.07%	$430 05
LOT 5	650.000	07/16/2009	$4.510	$2,931.44	$5.370	$3,490.50			19.07%	$559 06
LOT 6	100.000	07/24/2009	$4.775	$477.50	$5.370	$537.00			12 46%	$59 50
LOT 7	100.000	07/24/2009	$4.740	$474.00	$5.370	$537.00			13 29%	$63 00
LOT 8	100 000	07/24/2009	$4.740	$474.00	$5.370	$537.00			13 29%	$63.00
LOT 9	850 000	07/24/2009	$4.740	$4,028.92	$5.370	$4,564.50			13.29%	$535 58
LOT 10	100 000	07/24/2009	$4 740	$473 99	$5 370	$537.00			13 29%	$63 01
LOT 11	1,000.000 c	08/13/2012	$5.040	$5,040 00	$5 370	$5,370.00			6 55%	$330 00
INTEL CORPORATION (INTC)	824 487		$15.978	$13,173 58	$20.620	**$17,000.93**	4.36%	$742 04	29 05%	$3,827.35
LOT 1	750 000	04/23/2009	$15 343	$11,507.15	$20 620	$15,465 00	4 36%	$675 00	34 39%	$3,957.85
LOT 2	74 487	Reinvests	$22.372	$1,666 43	$20.620	$1,535.92	4.36%	$67.04	(7.83)%	$(130 51)
LIMITED BRANDS INCORPORATED (LTD)	553 839 c		$42.712	$23,655.80	$47.060	**$26,063.70**	2.12%	$553.84	10 18%	$2,407 90
LOT 1	500 000	02/01/2012	$42 160	$21,080 00	$47.060	$23,530.00	2.12%	$500.00	11.62%	$2,450.00
LOT 2	53.840	Reinvests	$47.842	$2,575 80	$47.060	$2,533 71	2.12%	$53 84	(1 63)%	$(42.09)
RESMED INCORPORATED (RMD)	602 399		$28.654	$17,260.97	$41.570	**$25,041.74**	1.64%	$409.63	45.08%	$7,780 77
LOT 1	450.000	02/11/2010	$27.798	$12,508.98	$41.570	$18,706.50	1.64%	$305 96	49.54%	$6,197.52
LOT 2	150.000 c	07/06/2011	$31.000	$4,649.99	$41.570	$6,235 50	1.64%	$101 99	34 10%	$1,565.51
LOT 3	2.399 c	Reinvests	$42.510	$102.00	$41 570	$99.73	1.64%	$1 63	(2 23)%	$(2 27)

Equities (continued)

Stocks (continued)

Description (Symbol)	Quantity	Date Acquired	Unit Cost	Total Cost Basis	Price	Value	Est Income Yield	Est Annual Income	Gain or (Loss) Pct	Gain or (Loss)
ROSS STORES INCORPORATED (ROST)	315.165		$24.265	$7,647.54	$54.090	**$17,047.33**	1.04%	$176.49	122 91%	$9,399.79
LOT 1	300 000	02/22/2010	$23.401	$7,020.23	$54.090	$16,227.00	1.04%	$167.97	131 15%	$9,206 77
LOT 2	15.166	Reinvests	$41.363	$627.31	$54.090	$820.33	1 04%	$8 49	30 77%	$193 02
STARBUCKS CORPORATION (SBUX)	519.110		$28.053	$14,562.70	$53.630	**$27,839.90**	1 57%	$436.05	91.17%	$13,277 20
LOT 1	400 000	05/12/2010	$27.710	$11,084 00	$53 630	$21,452.00	1 57%	$335 96	93 54%	$10,368 00
LOT 2	100 000	10/12/2010	$27 069	$2,706.85	$53 630	$5,363.00	1 57%	$83 99	98 13%	$2,656 15
LOT 3	19 111	Reinvests	$40.389	$771 85	$53 630	$1,024.92	1 57%	$16 05	32 79%	$253 07
TYLER TECHNOLOGIES INCORPORATED (TYL)	1,000.000		$16.385	$16,385.40	$48 440	**$48,440.00**			195.63%	$32,054.60
LOT 1	500 000	05/27/2010	$16.351	$8,175 50	$48.440	$24,220 00			196 25%	$16,044 50
LOT 2	500.000	07/29/2010	$16 420	$8,209.90	$48.440	$24,220.00			195 01%	$16,010 10
Stocks Total				$202,360.33		**$291,824.07**	0 98%	$2,852 87	44.21%	$89,463 74
Equities Total				**$202,360.33**		**$291,824.07**	**0.98%**	**$2,852.87**	**44.21%**	**$89,463.74**

c Cost basis for these tax lots/securities will be supplied to the IRS on Form 1099-B

Activity Summary

Income

Type	This Statement	Year to Date
Dividends - Taxable	$2,022.64	$4,505.94
Interest - Taxable	$2.19	$33 39
Total Income	**$2,024.83**	**$4,539.33**

Withdrawals

Type	This Statement	Year to Date
Withdrawals	$0 00	$(80,000.00)
Total Withdrawals	**$0.00**	**$(80,000.00)**

Expenses

Type	This Statement	Year to Date
Fees	$0 00	$(3,935 00)
Total Expenses	**$0.00**	**$(3,935.00)**

Purchases

Type	This Statement	Year to Date
Purchases	$0 00	$(119,001 31)
Reinvests	$(2,087 10)	$(4,426 95)
Total Purchases	**$(2,087.10)**	**$(123,428.26)**

Sales / Redemptions

Type	This Statement	Year to Date
Sales	$0 00	$183,810 90
Total Sales/Redemptions	**$0.00**	**$183,810.90**

Activity Detail

Date	Activity Category	Activity Type	Description (Symbol or CUSIP)	Quantity	Price	Amount	Cash Balance	Additional Detail
			Beginning Balance				$64,424 14	
12/03/2012	Income	Dividend - Taxable	**INTEL CORPORATION (INTC)**			$183.41	$64,607.55	$ 22500 per share x 815 162 shares
12/04/2012	Purchase	Reinvest	**STARBUCKS CORPORATION (SBUX)**	2.080	$52.198	$(108.58)	$64,498 97	
12/05/2012	Purchase	Reinvest	**INTEL CORPORATION (INTC)**	9.324	$19.670	$(183.41)	$64,315.56	
12/10/2012	Income	Dividend - Taxable	**LIMITED BRANDS INCORPORATED (LTD)**			$129.66	$64,445 22	$.25000 per share x 518.630 shares
12/12/2012	Purchase	Reinvest	**LIMITED BRANDS INCORPORATED (LTD)**	2.521	$51.430	$(129.66)	$64,315 56	
12/18/2012	Income	Dividend - Taxable	**RESMED INCORPORATED (RMD)**			$102 00	$64,417 56	$ 17000 per share x 600 000 shares

RAYMOND JAMES®

Your Activity (continued)

O'brien P&N FF Amb Account No. 15264716

Activity Detail (continued)

Date	Activity Category	Activity Type	Description (Symbol or CUSIP)	Quantity	Price	Amount	Cash Balance	Additional Detail
12/20/2012	Purchase	Reinvest	**RESMED INCORPORATED (RMD)**	2 399	$42.510	$(102 00)	$64,315 56	
12/26/2012	Income	Dividend - Taxable	**LIMITED BRANDS INCORPORATED (LTD)**			$1,563 45	$65,879.01	$2 99999 per share x 521 151 shares
12/28/2012	Income	Dividend - Taxable	**ROSS STCRES INCORPORATED (ROST)**			$44.12	$65,923 13	$ 13999 per share x 315 165 shares
12/28/2012	Purchase	Reinvest	**LIMITED BRANDS INCORPORATED (LTD)**	32.688	$47.829	$(1,563 45)	$64,359.68	
12/31/2012	Income	Interest - Taxable	**Cash held in CIP**			$2 19	$64,361.87	31 days average balance $64,461 48 average rate 040%

Unsettled Trades

Trade Type	Description (Symbol or CUSIP)	Trade Date	Settlement Date	Quantity	Price	Amount	Additional Detail
Buy	**ROSS STORES INCORPORATED (ROST)**	12/28/2012	01/02/2013	0.836	$52.759	$(44.12)	
Unsettled Trades Total						$(44 12)	

Realized Capital Gains & Losses C

Short Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
ARM HLDGS PLC SPONSORED ADR (UNITED KINGDCM) (ARMH)	1 000 c	10/19/2011	$27.98	03/07/2012	$25 90	(7 43)%	$(2 08)
ARM HLDGS PLC SPONSORED ADR (UNITED KINGDCM) (ARMH)	500 000 c	05/09/2011	$14,755.00	03/07/2012	$12,950 51	(12 22)%	$(1,804 49)

Realized Capital Gains & Losses (continued) °

Short Term (continued)

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
ARM HLDGS PLC SPONSORED ADR (UNITED KINGDOM) (ARMH)	100.000 c	07/06/2011	$2,985.00	03/07/2012	$2,590 10	(13 22)%	$(394 90)
ARM HLDGS PLC SPONSORED ADR (UNITED KINGDOM) (ARMH)	0.206 c	10/19/2011	$5.79	03/08/2012	$5 35	(7 59)%	$(0 44)
VALEANT PHARMACEUTICALS INTERNATIONAL I (CANADA) (VRX)	300.000 c	06/09/2011	$16,172 97	04/11/2012	$15,809 67	(2.24)%	$(363 30)
VALEANT PHARMACEUTICALS INTERNATIONAL I (CANADA) (VRX)	200.000 c	08/11/2011	$7,627.96	04/11/2012	$10,539.78	38 17%	$2,911 82
STRYKER CORPORATION (SYK)	3.737 c	VARIOUS	$198.35	06/06/2012	$191.61	(3 39)%	$(6 74)
STRYKER CORPORATION (SYK)	0.752 c	04/30/2012	$41.04	06/07/2012	$38.56	(6 04)%	$(2.48)
MONSTER BEVERAGE CORPORATION (MNST)	300.000 c	05/22/2012	$21,244.11	10/22/2012	$14,472.12	(31.87)%	$(6,771 99)
MONSTER BEVERAGE CORPORATION (MNST)	100.000 c	08/13/2012	$5,347.55	10/22/2012	$4,824.04	(9.78)%	$(523 51)
Net Short-Term Gain / Loss Total			$68,405 75		$61,447 64	(10.17)%	$(6,958 11)

° Please see Cost Basis on the Understanding Your Statement page

Long Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct.	Gain or (Loss)
POLYPORE INTERNATIONAL INCORPORATED (PPO)	400.000	09/20/2010	$11,871.28	01/31/2012	$16,231 68	36.73%	$4,360 40
DIRECTV COM CL A (DTVOLDDDD)	250.000	04/02/2009	$6,089.66	03/19/2012	$11,887.61	95.20%	$5,797 95
DIRECTV COM CL A (DTVOLDDDD)	100.000	04/21/2009	$2,554 49	03/19/2012	$4,755.05	86.14%	$2,200.56
BYD COMPANY LIMITED ADR (CHINA) (BYDDY)	1,250.000	11/30/2010	$15,187.50	04/11/2012	$6,662.35	(56 13)%	$(8,525.15)
HMS HLDGS CORPORATION (HMSY)	450 000	10/06/2009	$5,775.23	04/23/2012	$11,717.92	102.89%	$5,942.69
HMS HLDGS CORPORATION (HMSY)	300.000	10/07/2009	$3,835.49	04/23/2012	$7,811.94	103.67%	$3,976 45
STRYKER CORPORATION (SYK)	1.397	VARIOUS	$67.61	06/06/2012	$71 63	5.94%	$4 02

Realized Capital Gains & Losses (continued) ○

Long Term (continued)

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
STRYKER CORPORATION (SYK)	1.865 [c]	VARIOUS	$108.67	06/06/2012	$95 64	(11.99)%	$(13 03)
STRYKER CORPORATION (SYK)	225.000	01/07/2010	$12,200.73	06/06/2012	$11,535.51	(5.45)%	$(665.22)
STRYKER CORPORATION (SYK)	75.000	10/20/2010	$3,819.75	06/06/2012	$3,845.17	0 66%	$25 42
ROSS STORES INCORPORATED (ROST)	300.000	02/22/2010	$7,020.24	08/08/2012	$20,525 57	192 37%	$13,505 33
INTERCONTINENTALEXCHANGE INCORPORATED (ICE)	75.000	06/02/2009	$8,645.63	08/30/2012	$10,208.70	18.07%	$1,563.07
INTERCONTINENTALEXCHANGE INCORPORATED (ICE)	25.000	07/24/2009	$2,295.00	08/30/2012	$3,402.90	48.27%	$1,107 90
INTERCONTINENTALEXCHANGE INCORPORATED (ICE)	25.000	08/21/2009	$2,403.75	08/30/2012	$3,402.90	41.56%	$999 15
INTERCONTINENTALEXCHANGE INCORPORATED (ICE)	25.000	10/16/2009	$2,581.50	08/30/2012	$3,402.90	31.81%	$821 40
INTERCONTINENTALEXCHANGE INCORPORATED (ICE)	50.000	08/16/2010	$4,922.00	08/30/2012	$6,805.79	38.27%	$1,883 79
Net Long-Term Gain / Loss Total			$89,378.53		$122,363.26	36.90%	$32,984 73

○ Please see Cost Basis on the Understanding Your Statement page.

Summary of Gains & Losses

Short-Term Gain	$2,911 82
Short-Term Loss	$(9,869.93)
Long-Term Gain	$42,188.13
Long-Term Loss	$(9,203.40)
Net Gain / Loss Total	**$26,026.62**

[c] Cost basis for these tax lots/securities will be supplied to the IRS on Form 1099-B

Pat and Neil O'Brien Family Foundation

Schedule 5

2012

Name	Address	Purpose	Amount
BHCSF/Celb	Baylor Medical Center 3500 Gaston Avenue, Dallas, Texas 75246	Healthcare	2,500
Camp Summit	17210 Campbell Rd Dallas, TX 75252		500
Catholic Charities of Dallas	3725 Blackburn Dallas, TX 75219	Welfare	4,000
Catholic Foundation	5310 Harvest Hill Road Dallas, TX 75230	Education, Religion	2,750
Christ the King Church	4100 Colgate Ave. Dallas, TX 75225	Religion	3,500
Cristo Rey	3530 Forest Ln # 55 Dallas, TX 75234	Education	500
Dallas Services for Blind	4242 Office Parkway Dallas, TX 75204	Blind	400
Dallas Summer Musicals	Dallas, TX	Arts	2,000
Diocese of Dallas	3725 Blackburn Dallas, TX 75204	Religion	13,000
Education Opportunities	8350 N. Cental Expwy., Ste 775, Dallas, TX 76206	Education	1,000
Equest		Handicapped	400
Georgeown University	Box 571253 Washington, DC 20057-1253		300
Great Expectations			500
Trinity Trust		Homeless	1,000

Schedule 5
3500 Gaston Avenue,
Dallas, Texas 75246

Jesuit College Preparatory School	12345 Inwood Road Dallas, Texas 75244		900
Jesuits	New Orleans, LA	Poor	2,000
Knights of Malta	1011 First Avenue New York, NY		1,500
Les Femmes cu Monde	Dallas	Women's Affairs	1,000
Notre Dame Special Schools	2018 Allen St. Dallas, TX 75204	Handicapped Children	3,000
Pastoral Reflections		Religion	1,000
Pines Camp	1124 Commerce Dr. Richardson, TX 75081	Disadvantaged Children	500
Father Ryan	Nashville, TN	Education	1,000
Rice University Anniversary Campaign	Mail Stop 81 P. O. Box 1892 Houston, TX 77251	Education	1,100
Salvation Army	P.O. Box 36026 Dallas, TX 75235	Welfare	325
St. Cecelia	Dallas	Relgious	1,000
St John University		Education	800
St. Jude Chapel	1521 Main Street Dallas, TX 75201	Religion	500
St. Mary's College	Office of Development LeMans Hall Notre Dame, IN 4556	University	1,000

Pat and Neil O'Brien Family Foundation

Schedule 5

	3500 Gaston Avenue, Dallas, Texas 75246		
St. Paul Med. Foundation	5909 Harry Hines Blvd. Dallas, TX 75235	Healthcare	1,000
St. Thomas Moore	Fort Worth	Education	200
Uplife	616 E. Royal Lane Irving, TX 75039	Education	500
UT Southwest Med	Dallas	Health	500
United Way of Dallas	1800 N. Lamar Dallas, TX 75202	Community Charities	1,500
Ursuline Academy of Dallas	4900 Walnut Hill Lane Dallas, TX 75229	High School	7,500
Miscellaneous			2,475
		TOTAL	**61,650**