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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

or Section 4947(a)(1) Trust Treated as Private Foundation

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 Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation O'CONNOR FAMILY FOUNDATION		A Employer identification number 13-7557714	
% O'CONNOR CAPITAL PARTNERS		B Telephone number (see instructions) (212) 308-7700	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 535 Madison Avenue 23rd Floor Suite		C If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code New York, NY 10022		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (From Part II, col. (c), line 16) \$ 10,952,301		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,066	5,066		
	4 Dividends and interest from securities.	204,649	204,649		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	280,513			
	b Gross sales price for all assets on line 6a 1,281,108				
	7 Capital gain net income (from Part IV, line 2)		280,513		
	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	490,228	490,228			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	1,734	867	0	867
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,773	531		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	38,495	37,745		750
	24 Total operating and administrative expenses. Add lines 13 through 23	47,002	39,143	0	1,617
	25 Contributions, gifts, grants paid	514,250			514,250
26 Total expenses and disbursements. Add lines 24 and 25	561,252	39,143	0	515,867	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-71,024				
b Net investment income (if negative, enter -0-)		451,085			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	352,563	632,668	632,668		
	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)	3,706,619 <input checked="" type="checkbox"/>	3,431,474	4,078,045		
	c	Investments—corporate bonds (attach schedule)	2,746,276 <input checked="" type="checkbox"/>	2,589,172	2,806,944		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	3,033,783 <input checked="" type="checkbox"/>	3,118,556	3,434,644		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	3,653					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,842,894	9,771,870	10,952,301			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	9,842,894	9,771,870			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see page 17 of the instructions)	9,842,894	9,771,870			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,842,894	9,771,870				

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	9,842,894
2	Enter amount from Part I, line 27a	2	-71,024
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	9,771,870
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,771,870

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	280,513
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	447,507	9,940,900	0.045017
2011	259,553	9,290,390	0.027938
2010	234,459	5,759,206	0.04071
2009	277,053	4,949,614	0.055975
2008	191,809	5,019,523	0.038213
2	Total of line 1, column (d).		2 0.207853
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.041571
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 10,472,971
5	Multiply line 4 by line 3.		5 435,372
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 4,511
7	Add lines 5 and 6.		7 439,883
8	Enter qualifying distributions from Part XII, line 4.		8 515,867

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,311.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and state reporting. Includes sub-rows 4a-4b and 8a-8b.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of O'CONNOR CAPITAL PARTNERS Telephone no (212) 308-7700 Located at 535 MADISON AVENUE NEW YORK NY ZIP+4 10022			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Roger D Tumer 825 Eighth Avenue New York, NY 10019	TRUSTEE 0 01	0	0	0
Joan B O'Connor 293 Pondfield Road Bronxville, NY 10708	TRUSTEE 0 01	0	0	0
John O'Connor 535 Madison Avenue New York, NY 10022	Trustee 0 01	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		▶

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	10,282,196
b	Average of monthly cash balances.	1b	350,262
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,632,458
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	10,632,458
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	159,487
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,472,971
6	Minimum investment return. Enter 5% of line 5.	6	523,649

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	523,649
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,511
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,511
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	519,138
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	519,138
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	519,138

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	515,867
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	515,867
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	4,511
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	511,356

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				519,138
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			490,929	
b Total for prior years 2011, 2010, 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>515,867</u>				
a Applied to 2012, but not more than line 2a			490,929	
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 2013 distributable amount.				24,938
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				494,200
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

JOAN B O'CONNOR

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

NA

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 514,250
b <i>Approved for future payment</i>				
Total				3b

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
75,000 ANHEUSER BUSCH 2 5% DUE 3/26/13	P	2011-01-01	2013-03-26
4,000 ISHARES CORE TOT US BD MKT ETF BARCLAY CAPITAL LE	P	2011-01-01	2013-06-12
75,000 IBM 1 0% DUE 8/5/13	P	2011-01-11	2013-08-05
75,000 GENERAL ELEC 1 875% DUE 9/16/13	P	2011-01-01	2013-09-16
75,0000 MICROSOFT CORP 0 875% DUE 9/27/13	P	2011-01-01	2013-09-27
39 99 PRUDENTIAL JENNISON MID-CAP GROWTH FUND	P	2011-01-01	2013-11-04
NYSE EURONEXT - MERGER	P	2011-01-01	2013-11-26
0 827 INTERCONTINENTAL EXCHANGE GROUP	P	2011-01-01	2013-12-09
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
75,000		77,009	-2,009
434,256		406,560	27,696
75,000		75,307	-307
75,000		75,877	-877
75,000		75,211	-211
357,297		275,000	82,297
20,685		15,535	5,150
175		96	79
			168,695

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,009
			27,696
			-307
			-877
			-211
			82,297
			5,150
			79

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Lost Tree Village Charitable Foundation 11555 Lost Tree Way North Palm Beach, FL 33408	None	Public	Unrestricted	5,000
The Bronxville School Foundation Inc 177 Pondfield Road Bronxville, NY 10708	None	Public	Unrestricted	5,000
Our Lady of Florida Spiritual Center 1300 US Highway 1 North Palm Beach, FL 33408	None	Public	Unrestricted	20,000
Jansen Hospice and Palliative Care 670 White Plains Road Scarsdale, NY 10583	None	Public	Unrestricted	500
Heritage Museums & Gardens 67 Grove Street Sandwich, MA 02563	None	Public	Unrestricted	10,000
St Joseph's Seminary 201 Seminary Avenue Yonkers, NY 10704	None	Public	Unrestricted	5,000
Stamford Hospital Foundation 1351 Washington Blvd Stamford, CT 06902	None	Public	Unrestricted	500
Adaptive Sports Foundation 100 Silverman Way Windham, NY 12496	None	Public	Unrestricted	5,000
Gregorian University Foundation 106 W 56th Street 3 New York, NY 10019	None	Public	Unrestricted	10,000
New Canaan Cares Inc P O Box 178 New Canaan, CT 06840	None	Public	Unrestricted	3,000
New Canaan YMCA 564 South Avenue New Canaan, CT 06840	None	Public	Unrestricted	1,500
Brunswick School 100 Maher Avenue Greenwich, CT 06830	None	Public	Unrestricted	6,000
Williams College - Alumni Fund 75 Park Street Willamstown, MA 01267	None	Public	Unrestricted	6,000
New Canaan Nature Center 144 Oenoke Rdg New Canaan, CT 06840	None	Public	Unrestricted	750
First Presbyterian Nursery School 178 Oenoke Ridge New Canaan, CT 06840	None	Public	Unrestricted	500
Total				514,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
St Aloysius Church 21 Cherry Street New Canaan, CT 06840	None	Public	Unrestricted	500
New Canaan Library 151 Main Street New Canaan, CT 06840	None	Public	Unrestricted	750
Cape Cod Healthcare Foundation Post Office Box 370 Hyannis, MA 02601	None	Public	Unrestricted	5,000
Memorial Sloan Kettering Cancer Center 633 Third Avenue New York, NY 10017	None	Public	Unrestricted	15,000
College of the Holy Cross 1 College Street Worcester, MA 01610	None	Public	Unrestricted	63,000
Hospice Foundation of Palm Beach County 139 North County Road Palm Beach, FL 33480	None	Public	Unrestricted	5,000
Catholic Charities 1011 First Avenue Suite 1400 New York, NY 10022	None	Public	unrestricted	10,000
Catholic Relief Services PO Box 17090 Baltimore, MD 21203	None	Public	unrestricted	110,000
Lawrence Hospital Center 55 Palmer Avenue Bronxville, NY 02138	None	Public	unrestricted	5,000
New Canaan Community Foundation 111 Cherry Street New Canaan, CT 06840	None	Public	Unrestricted	1,250
Nicklaus Children's Health Care Foundation Lost Tree Golf Club 11520 Lost Tre North Palm Beach, FL 33408	None	Public	Unrestricted	3,000
Partners in Health 888 Commonwealth Ave 3rd Floor Boston, MA 02215	none	Public	unrestricted	50,000
Phillips Academy 180 Main Street Andover, MA 018104161	none	Public	unrestricted	1,000
Save our Sound 4 Barnstable Road Hyannis, MA 02601	None	Public	Unrestricted	5,000
South Bronx Education Foundation 843 Crotona Park North Bronx, NY 10460	None	Public	Unrestricted	8,000
Total				514,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
St Patrick's Cathedral Landmark Foundation 1011 First Avenue Suite 1400 New York, NY 10022	None	Public	Unrestricted	57,500
The Community Fund 17 Sagamore Road Bronxville, NY 10708	None	Public	unrestricted	1,000
West School 769 Ponus Ridge Drive New Canaan, CT 06840	None	Public	Unrestricted	500
The Cardinal's Annual Appeal 1011 First Avenue 14th Floor New York, NY 10022	None	PC	Unrestricted	60,000
Christopher and Dana Reeve foundation 636 Morris Turnpike Suite 3A Short Hills, NJ 07078	None	PC	Unrestricted	7,500
The Friends of The Bronxville Public Library 201 Pondfield Road Bronxville, NY 10708	None	PC	Unrestricted	250
Harvard University 86 Brattle Street Cambridge, MA 02138	None	PC	Unrestricted	25,000
Carriage Barn Arts Center PO Box 1044 New Canaan, CT 06840	None	PC	Unrestricted	250
Silvermine Art Center 1037 Silvermine Rd New Canaan, CT 06840	None	PC	Unrestricted	250
New Canaan Land Trust PO Box 425 New Canaan, CT 06840	none	PC	Unrestricted	250
Rediscovery Inc 296 Newton Street Suite 150 Waltham, MA 02453	none	PC	Unrestricted	250
New Canaan Outback 71 Main Street New Canaan, CT 06840	None	PC	Unrestricted	250
Total ▶ 3a				514,250

TY 2013 Accounting Fees Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FTI CONSULTING INC	1,734	867		867

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

TY 2013 Depreciation Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Bonds Schedule**

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS-SEE STMT. A	2,589,172	2,806,944

**TY 2013 Investments Corporate
Stock Schedule****Name:** O'CONNOR FAMILY FOUNDATION**EIN:** 13-7557714

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK-SEE STMT. A	3,431,474	4,078,045

TY 2013 Investments - Land Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

TY 2013 Investments - Other Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
6,689 DOW JONES COMMODITY INDX	AT COST	227,622	245,821
MUTUAL FUNDS - SEE STMT A	AT COST	2,728,007	3,067,763
OTHER SECURITIES-SEE STMT A	AT COST	162,927	121,060

TY 2013 Land, Etc. Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

TY 2013 Other Expenses Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS FILING FEE	750			750
INVESTMENT ADVISORY FEES	37,745	37,745		

TY 2013 Taxes Schedule

Name: O'CONNOR FAMILY FOUNDATION

EIN: 13-7557714

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	531	531		
FEDERAL EXCISE TAX	6,242			

TY 2013 IRS Payment**Name:** O'CONNOR FAMILY FOUNDATION**EIN:** 13-7557714**Routing Transit Number:****Bank Account Number:****Type of Account:** Checking**Payment Amount in Dollars and** 1,311**Cents:****Requested Payment Date:** 2014-05-15**Taxpayer's Daytime Phone** (212) 308-7700**Number:**

O'Connor Family Foundation
Year-End Investment Balance
As of December 31, 2013

13-7557714

Description	Quantities	Tax Cost	Market Value
Corporate Stock			
ASTON MONTAG & CALDWELL GROWTH FUND	18,557 757	475,000 00	526,112 41
CATERPILLAR INC	330 000	10,219 28	29,967 30
COLUMBIA DIVIDEND INCOME FUND	42,061 221	575,000 00	770,982 18
COLUMBIA SELECT LARGE CAP GROWTH	35,865 357	500,000 00	690,049 47
CONOCOPHILLIPS	1,708 000	104,378 76	120,670 20
DU PONT E I DE NEMOURS & CO	432 000	10,008 36	28,067 04
HEWLETT PACKARD CO	284 000	9,922 05	7,946 32
JOHNSON & JOHNSON	173 000	10,005 54	15,845 07
MICROSOFT CORP	579 000	10,015 25	21,660 39
PHILLIPS 66	854 000	31,019 79	65,869 02
3M CO	183 000	9,885 20	25,665 75
FLUOR CORP	129 000	5,071 42	10,357 41
INTERCONTINENTAL EXCHANGE GROUP	77 000	9,030 19	17,318 84
JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND	22,347 991	275,000 00	405,392 56
CAMBIAR SMALL CAP FUND	10,558 259	200,000 00	239,672 48
COLUMBIA SMALL CAP GROWTH FUND	3,517 796	125,000 00	115,805 84
EAGLE SM CAP GROWTH FUND	1,771 690	75,000 00	103,023 77
COLUMBIA ACORN INTL FUND	585 480	25,000 00	27,330 21
HARBOR INTL FUND INSTL	1,545 356	100,000 00	109,735 73
THORNBURG INTL VALUE FUND	3,305 785	100,000 00	105,983 47
DELAWARE EMERGING MKTS FUND	20,179 627	325,000 00	328,322 53
LAZARD EMERGING MKTS EQUITY	15,028 014	325,000 00	280,573 02
PETROLEO BRASILEIRO SA PETROBR	2,300 000	121,917 77	31,694 00
		<u>3,431,473 61</u>	<u>4,078,045 01</u>
Corporate Bonds			
DU PONT E I DE NEMOURS & CO 1 75% 3/25/14	75,000 000	76,312 50	75,228 00
COLUMBIA STRATEGIC INCOME FUND CLASS Z	158,332 015	844,375 27	937,325 53
ISHARES INTERMEDIATE CR BD ETF	2,000 000	219,184 00	215,760 00
LOOMIS SAYLES BOND FUND	25,343 243	292,036 52	384,203 56
PIMCO TOTAL RETURN FUND	91,524 167	941,004 58	978,393 35
VANGUARD SHORT-TERM CORPORATE BOND ETF	2,700 000	215,533 98	215,406 00
PIMCO FOREIGN BOND FUND UNHEDGED	62 474	725 09	627 24
		<u>2,589,171 94</u>	<u>2,806,943 68</u>
Tangible Assets			
IPATH DOW JONES-UBS COMMODITY INDEX TOTAL RETURN	6,689 000	227,622 56	245,820 75
Mutual Funds			
BLACKROCK ENHCD EQTY DIV	40,908 000	287,807 29	324,809 52
PIMCO LOW DURATION FUND	16,328 421	170,486 56	168,672 59
PIMCO SHORT TERM INSTL CL	16,121 760	159,400 59	158,799 34
BLACKROCK EQTY DIVIDEND FD CL SERVICE	5,857 813	106,340 80	142,110 54
BLACKROCK GLOBAL ALLOCATION INSTL CL	42,210 682	835,245 91	904,574 92
FAIRHOLME FUND	3,546 675	111,083 54	139,029 66
PIMCO GLOBAL MULTI ASSET INST	23,290 257	275,702 93	239,889 65
SEQUOIA FUND	694 650	102,886 22	154,851 38
WINTERGREEN FUND INST	39,484 922	570,485 21	694,539 78
YACKTMAN FUND	5,967 966	108,568 08	140,485 92
		<u>2,728,007 13</u>	<u>3,067,763 30</u>
Others			
PIMCO GLOBAL MULTI-ASSET FUND INSTL CL	8,237 232	100,000 00	84,843 49
MARKET VECTORS ETF TRUST	1,714 000	62,926 77	36,216 82
		<u>162,926 77</u>	<u>121,060 31</u>
TOTAL		<u>9,139,202.01</u>	<u>10,319,633.05</u>