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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
O'Bryan Foundation

% O'Bryan Foundation

Number and street (or P O box number if mail is not delivered to street address)
1905 Portage Road Apt 323
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Wooster, OH 44691

A Employer identification number
36-6199176

B Telephone number (see instructions)

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 3,940,883

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	3,864,232			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	15,263	15,263		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	36,335			
	b	Gross sales price for all assets on line 6a 437,919				
	7	Capital gain net income (from Part IV, line 2)		68,283		
	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	3,915,830	83,546		
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)	24,121	0	0	24,121
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,100			2,100
	22	Printing and publications				
	23	Other expenses (attach schedule)	84	74		10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,305	74	0	26,231
	25	Contributions, gifts, grants paid	0			0
	26	**Total expenses and disbursements.** Add lines 24 and 25	26,305	74	0	26,231
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,889,525			
	b	**Net investment income** (if negative, enter -0-)		83,472		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,484	130,527	130,527
	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)		3,762,482	3,810,356
	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)	3,484	3,893,009	3,940,883
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** ▶ ☐ **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	3,484	3,893,009	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,484	3,893,009	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,484	3,893,009	

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	3,484
2	Enter amount from Part I, line 27a	2	3,889,525
3	Other increases not included in line 2 (itemize) ▶ ________	3	
4	Add lines 1, 2, and 3	4	3,893,009
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	3,893,009

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)
1 a	Publicly-traded Securities			
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	437,919		369,636	68,283
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				68,283
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	68,283
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	10	3,432	0 002914
2011	0	905	0 0
2010	1,827	566	3 227915
2009	8,513	427	19 936768
2008	2,306	1,404	1 64245

2	**Total** of line 1, column (d).	2	24 810047
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	4 962009
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	320,674
5	Multiply line 4 by line 3.	5	1,591,187
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	835
7	Add lines 5 and 6.	7	1,592,022
8	Enter qualifying distributions from Part XII, line 4.	8	26,231

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1,669
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	1,669
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	1,669
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 1,669		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,669
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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

			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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶O'Bryan Foundation Telephone no ▶(330) 263-6176

Located at ▶1130 N Carlyle Court Arlington Heights IL ZIP+4 ▶60004

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

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		No
	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 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? ☐ 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 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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)*

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**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **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
See Additional Data Table				

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

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

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	317,530
b	Average of monthly cash balances	1b	8,027
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	325,557
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	325,557
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,883
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	320,674
6	**Minimum investment return.** Enter 5% of line 5	6	16,034

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	16,034
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,669		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,669
3	Distributable amount before adjustments Subtract line 2c from line 1			3	14,365
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	14,365
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	14,365

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	26,231
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	26,231
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,231

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					14,365
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 2011 , 2010 , 2009					
3 Excess distributions carryover, if any, to 2013					
a From 2008.	2,236				
b From 2009.	8,492				
c From 2010.	1,799				
d From 2011.					
e From 2012.					
f **Total** of lines 3a through e.		12,527			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 26,231					
a Applied to 2012, 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 2013 distributable amount.					14,365
e Remaining amount distributed out of corpus		11,866			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		24,393			
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					0
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)		2,236			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		22,157			
10 Analysis of line 9					
a Excess from 2009.	8,492				
b Excess from 2010.	1,799				
c Excess from 2011.					
d Excess from 2012.					
e Excess from 2013.	11,866				

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))

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
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					
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. . . .			14	15,263	
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			18	36,335	
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). .				51,598	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 51,598

(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)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-08-01 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Jeffrey D Haskell				
Firm's name ▶	Foundation Source		Firm's EIN ▶	
Firm's address ▶	One Hollow Ln Ste 212 Lake Success, NY 11042		Phone no (800) 839-1754	

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

(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
Faye M O'Bryan 1905 Portage Road Apt 323 Wooster, OH 44691	Pres / Dir 1 0	0		
Michael L O'Bryan 1905 Portage Road Apt 323 Wooster, OH 44691	Dir 1 0	0		
Patrick J O'Bryan 1905 Portage Road Apt 323 Wooster, OH 44691	Pres 1 0	0		
Stephen F O'Bryan 1905 Portage Road Apt 323 Wooster, OH 44691	Dir 1 0	0		
William O'Bryan 1905 Portage Road Apt 323 Wooster, OH 44691	Dir 1 0	0		
Kathleen O'Bryan Brucks 1905 Portage Road Apt 323 Wooster, OH 44691	VP / Dir / Treas 1 0	0		
Susan O'Bryan Croft 1905 Portage Road Apt 323 Wooster, OH 44691	Dir / Sec 1 0	0		
Joan O'Bryan Herriott 1905 Portage Road Apt 323 Wooster, OH 44691	Dir 1 0	0		

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Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization
O'Bryan Foundation

Employer identification number
36-6199176

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
O'Bryan Foundation

Employer identification number
36-6199176

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of Faye M O'Bryan 1905 Portage Road Wooster, OH 44691	$ 3,864,232	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
O'Bryan Foundation

Employer identification number
36-6199176

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	See Additional Data Table	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
O'Bryan Foundation

Employer identification number
36-6199176

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 36-6199176
Name: O'Bryan Foundatıon

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ASTON OPTIMUM MID CAP FUND CLASS I ABMIX, 2745 525 sh	$ 127,337	2013-12-12
1	INVESCO BALANCED RISK ALLOCATION Y FUN ABRYX, 5229 494 sh	$ 65,996	2013-12-12
1	EDGEWOOD GROWTH FUND INSTI EGFIX, 4865 613 sh	$ 86,462	2013-12-12
1	THE ARBITRAGE FUND CLASS I ARBNX, 4265 232 sh	$ 54,936	2013-12-12
1	ARTISAN INTERNATIONAL VALUE FUND INVEST ARTKX, 5413 817 sh	$ 190,458	2013-12-12
1	BLACKROCK HIGH YIELD BOND INSTITUTIONAL BHYIX, 8379 436 sh	$ 69,549	2013-12-12
1	DELAWARE EMERGING MARKETS DEMIX, 7349 978 sh	$ 117,306	2013-12-12
1	DODGE & COX FUNDS INTERNATIONAL STOCK F DODFX, 4052 83 sh	$ 168,719	2013-12-12
1	DOUBLELINE TOTAL RETURN BOND DBLTX, 7004 035 sh	$ 76,204	2013-12-12
1	DREYFUS PREMIER EMERGING MARKETS DEBT L DDBIX, 4694 083 sh	$ 65,764	2013-12-12

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	EATON VANCE FLOATING RATE ADVANTAGED FU EIFAX, 6145 389 sh	$ 68,767	2013-12-12
1	EATON VANCE GLOBAL MACRO FD CL I EIGMX, 8040 993 sh	$ 75,666	2013-12-12
1	GATEWAY FUND CLASS Y GTEYX, 3256 803 sh	$ 93,340	2013-12-12
1	THE HARTFORD CAPITAL APPRECIATION FUND ITHIX, 4892 637 sh	$ 229,024	2013-12-12
1	JOHN HANCOCK EMERG MARKETS FUND CLASS I JEVIX, 6926 824 sh	$ 71,000	2013-12-12
1	MATTHEWS PACIFIC TIGER FUND I MIPTX, 4421 085 sh	$ 109,997	2013-12-12
1	PARNASSUS FD EQUITY INCOME FUND PRBLX, 6008 437 sh	$ 213,119	2013-12-12
1	PIMCO COMMODITIESPLUS STRATEGY FUND CLA PCLPX, 9484 899 sh	$ 100,445	2013-12-12
1	PRIMECAP ODYSSEY STOCK FUND POSKX, 9165 029 sh	$ 186,967	2013-12-12
1	T ROWE PRICE OVERSEAS STOCK FUND TROSX, 19398 949 sh	$ 191,662	2013-12-12

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ISHARES TRUST- ISHARES MSCI ALL CTRY AS AAXJ, 1789 sh	$ 109,147	2013-12-09
1	ISHARES MSCI CHINA INDEX FUND MCHI, 740 sh	$ 36,797	2013-12-09
1	JPMORGAN GLOBAL RESEARCH ENHANCED INDEX JEITX, 7088 465 sh	$ 124,970	2013-12-09
1	JPMORGAN TAX AWARE DISCIPLINED EQUITY F JPDEX, 7094 242 sh	$ 183,883	2013-12-09
1	JP MORGAN STRATEGIC INCOME OPPORTUNITIE JSOSX, 2897 782 sh	$ 34,484	2013-12-09
1	JPMORGAN TAX FREE BOND FUND SELECT PRBIX, 11258 796 sh	$ 135,668	2013-12-09
1	JPMORGAN LARGE CAP GROWTH FUND SELECT SEEGX, 2899 642 sh	$ 89,396	2013-12-09
1	JP MORGAN EXPANSION INDEX SELECT FUND PGMIX, 9435 532 sh	$ 132,097	2013-12-09
1	JPMORGAN MULTI-SECT INC-SEL JSISX, 3651 853 sh	$ 37,358	2013-12-09
1	SPDR S&P 500 ETF TRUST SPY, 1677 sh	$ 304,233	2013-12-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SPDR GOLD SHARES GLD, 497 sh	$ 59,359	2013-12-09
1	VANGUARD MSCI EUROPEAN ETF VGK, 729 sh	$ 41,225	2013-12-09
1	ISHARES TRUST MSCI EAFE INDEX FUND EFA, 1535 sh	$ 100,251	2013-12-09
1	ISHARES TRUST RUSSELL MIDCAP INDEX FUND IWR, 592 sh	$ 86,926	2013-12-09

TY 2013 Compensation Explanation

Name: O'Bryan Foundation

EIN: 36-6199176

Person Name	Explanation
Faye M O'Bryan	*Passed away in 2013

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'Bryan Foundation

EIN: 36-6199176

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

TY 2013 Investments Corporate Stock Schedule

Name: O'Bryan Foundation

EIN: 36-6199176

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ARTISAN INTERNATIONAL VALUE FU	190,458	199,066
ASTON OPTIMUM MID CAP FUND CLA	127,337	122,643
DELAWARE EMERGING MARKETS	117,306	119,584
DODGE & COX FUNDS INTERNATIONA	168,719	174,434
DOUBLELINE TOTAL RETURN BOND	76,204	75,503
EATON VANCE FLOATING RATE ADVA	68,767	68,828
EATON VANCE GLOBAL MACRO FD CL	75,666	75,746
EDGEWOOD GROWTH FUND INSTI	86,462	91,182
GATEWAY FUND CLASS Y	93,340	94,415
GOLDMAN SACHS STRAT INC-INSTIT	31,500	31,619
INVESCO BALANCED RISK ALLOCATI	65,996	62,179
ISHARES TRUST MSCI EAFE INDEX	242,444	250,282
ISHARES TRUST RUSSELL MIDCAP I	86,926	88,788
ISHARES TRUST- ISHARES MSCI AL	109,147	107,895
JP MORGAN EXPANSION INDEX SELE	132,097	123,889
JP MORGAN STRATEGIC INCOME OPP	39,804	39,770
JPMORGAN CHINA REGION SELECT	38,235	38,932
JPMORGAN GLOBAL RESEARCH ENHAN	124,970	126,387
JPMORGAN INTERNATIONAL CURRENC	38,615	38,720
JPMORGAN INTREPID EUROPEAN FUN	35,940	37,106
JPMORGAN LARGE CAP GROWTH FUND	89,396	92,151
JPMORGAN MULTI-SECT INC-SEL	37,358	37,651
JPMORGAN TAX AWARE DISCIPLINED	183,883	188,210
JPMORGAN TAX FREE BOND FUND SE	135,668	135,331
MATTHEWS PACIFIC TIGER FUND I	109,997	110,394
PARNASSUS FD EQUITY INCOME FUN	114,005	117,894
PIMCO COMMODITIESPLUS STRATEGY	134,195	135,049
PRIMECAP ODYSSEY STOCK FUND	186,967	193,932
SPDR S&P 500 ETF TRUST	304,233	309,724
T. ROWE PRICE OVERSEAS STOCK F	191,662	196,899

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THE ARBITRAGE FUND CLASS I	54,936	54,851
THE HARTFORD CAPITAL APPRECIAT	229,024	228,437
VANGUARD MSCI EUROPEAN ETF	41,225	42,865

TY 2013 Investments - Land Schedule

Name: O'Bryan Foundation

EIN: 36-6199176

TY 2013 Land, Etc. Schedule

Name: O'Bryan Foundation

EIN: 36-6199176

TY 2013 Legal Fees Schedule

Name: O'Bryan Foundation

EIN: 36-6199176

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance/Counseling	24,121			24,121

TY 2013 Other Expenses Schedule

Name: O'Bryan Foundation

EIN: 36-6199176

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	74	74		
State or Local Filing Fees	10			10

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TY 2013 Substantial Contributors Schedule

Name: O'Bryan Foundation

EIN: 36-6199176

Name	Address
Estate of Faye M O'Bryan	1905 Portage Road Wooster, OH 44691

AMENDED AND RESTATED BY-LAWS OF THE O'BRYAN FOUNDATION

An Illinois Not-For-Profit Corporation

ARTICLE I

Membership

SECTION 1 Members Additional Members may be elected at any annual meeting of the Members, or at any special meeting of the Members called for that purpose, in either case by an affirmative vote of a majority of the total number of Members If at any time there is no living Member, then one or more Members shall be elected by the Board of Directors Each Member shall be and remain a Member for life, unless he or she resigns or is removed as hereinafter provided Each Member shall at all times maintain a correct address with the Secretary of the Corporation

SECTION 2 Transfer of Membership Membership in the Corporation is not transferrable or assignable

SECTION 3 Resignation and Removal A Member may resign at any time by written notice filed with the President or Secretary of the corporation A Member may be removed at any time by the affirmative vote of a majority of the total number of remaining Members

SECTION 4 Meetings The annual meetings of the Members shall be held at the hour of 4 00 P M on the second Wednesday in January in each year at the office of the corporation, or at such other place and at such time as may be designated in the notice of the meeting Special meetings of the Members may be held at any time on the call of the President at the request of a majority of the Board of Directors or as determined by a majority of the Members, and shall be held at the office of the corporation, or at such other place as may be specified in the notice of the meeting

SECTION 5 Notice of Meetings Except as otherwise provided by law, written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, stating the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days nor more than forty (40) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, to each Member of record entitled to vote at such meeting If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope addressed to the Member at the last known post-office address as it appears on the record books of the corporation, with postage thereon prepaid Notice of any meeting may be waived by a writing filed by the Member entitled to such notice, and presence of a Member in person or by proxy at any meeting of the Members shall be deemed to be the equivalent of such waiver Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given

SECTION 6 Participation at Meetings by Conference Telephone Members entitled to vote may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating

SECTION 7 Voting Each Member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Members At all meetings of the Members, a Member may vote in person or by proxy executed in writing by a Member, or by a duly authorized attorney in fact

SECTION 8 Quorum A majority of the Members shall constitute a quorum for the transaction of business, but less than a majority may adjourn any meeting to a day certain, and the Secretary shall give all absent Members five (5) days' notice of such adjourned date, then the Members present, on such adjourned date, shall constitute a quorum for the purpose of conducting business

SECTION 9 Informal Action Any action required to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof

SECTION 10 General No membership dues or assessments of any kind or nature shall be levied against or collected from the Members The Members shall not be liable for the debts or obligations of the corporation, no Member shall receive any compensation for services rendered to the corporation, but a Member may be reimbursed for expenses reasonably incurred on behalf of the corporation if approved by the Board of Directors

ARTICLE II

Board of Directors

SECTION 1 General Powers and Duties The property, business and affairs of the corporation shall be managed by its Board of Directors, and the Board of Directors may exercise all such powers of the corporation as are not by law, or by the Articles of Incorporation or by these Amended and Restated By-Laws, directed or required to be exercised by the Members

SECTION 2 Number, Election, Term of Office and Qualifications The number of Directors of the Corporation shall be no fewer than three (3) and no more than nine (9) Directors shall be elected annually by the Members at the annual meeting of the Members, to hold office for one year and until their successors shall have been elected and qualified, or until their death, resignation or removal The Directors shall be elected by a plurality of the votes cast at such election, a quorum being present Directors need not be residents of the State of Illinois

SECTION 3 Removal of Directors Any Director may be removed by the Members, whenever in their judgment the best interests of the corporation will be served thereby, by a vote of a majority of the total number of Members If there are no Members, then any Director may be removed by the vote of a majority of the total number of remaining Directors

SECTION 4 Resignation Any Director may resign at any time by giving a written notice to the President or Secretary of the corporation Such resignations shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

SECTION 5 Vacancies Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors or by election at the annual meeting of the Members or at a special meeting of the Members called for that purpose Each Director so elected or appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor, and each Director so elected or appointed by reason of an increase in the number of Directors shall be elected or appointed to hold office until the election of the whole Board of Directors held next after his or her election or until a successor shall have been elected and shall have qualified, or until his or her death, resignation or removal

SECTION 6 Regular Meetings The regular annual meeting of the Board of Directors shall be held without other notice than this By-Law at the same place as and immediately following the annual meeting of the Members in each year

The Board of Directors may provide, by resolution, the time and place, either within or without the State of Illinois, for the holding of additional regular meetings without notice other than such resolution

SECTION 7 Special Meetings Special meetings of the Board of Directors may be held at any time on the call of the President at the request in writing of any two (2) Directors Special meetings of the Board of Directors may be held at such place, either within or without the State of Illinois, as shall be specified or fixed in the call for such meeting or notice thereof

SECTION 8 Notice of Special Meetings Notice of each special meeting shall be mailed by or at the direction of the Secretary to each Director, addressed to his or her residence or usual place of business, at least three (3) days before the day on which the meeting is to be held

Notice may be waived in writing by a Director, either before or after the meeting Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all Directors shall be present thereat Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except as otherwise provided by law

SECTION 9 Quorum A majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a day certain, and the Secretary shall give all absent Directors five (5) days' notice of such adjourned date, then the Directors present, on such adjourned date, shall constitute a quorum for the purpose of conducting business, provided that in no event shall a quorum consist of less than one-third of the whole Board of Directors

SECTION 10 Participation at Meetings by Conference Telephone Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating

SECTION 11 Informal Action Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors

ARTICLE III

Officers

SECTION 1 Officers The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer Additional Vice Presidents and Assistant Secretaries and Assistant Treasurers may be also elected in the discretion of Board of Directors The officers shall be elected by the Board of Directors at their regular annual meeting in each year, to hold office until the regular annual meeting of the Board of Directors and until their respective successors are elected and qualify Vacancies occurring in any office by death, resignation, removal or otherwise, shall be filled for the unexpired term by a majority vote of the Board of Directors at any regular or special meeting Any two offices except the offices of President and Secretary may be held by one and the same person at one and the same time The Board of Directors may provide for such other offices and may appoint incumbents thereto, and assign their respective duties to them, from time to time, as the Board of Directors may deem advisable

SECTION 2 The President The President shall (a) preside at all meetings of the Members and of the Board of Directors, (b) have general and active management of the business of the corporation, (c) have power to accept and receive donations, gifts, devises and bequests made to the corporation and agree to any conditions or limitations thereto and to give receipts and acquittances therefor, (d) see that all orders and resolutions of the Board of Directors are carried into effect, (e) execute the bonds, mortgages and other contracts requiring a seal under the seal of the corporation, (f) have general superintendence of all other officers of the corporation and shall see that their duties are properly performed, and (g) submit a report of the operations of the corporation for the preceding year to the Members at their annual meeting, and from time to time shall report to the Board of Directors all matters within his or her knowledge which the interests of the corporation may require to be brought to their notice

SECTION 3 The Vice President The Vice President or Vice Presidents, in the order of their seniority, shall have all the powers and perform all the duties of the President in the absence or incapacity of the President and shall perform, also, such other duties as may be assigned from time to time by the Board of Directors

SECTION 4 The Secretary The Secretary shall keep full minutes of all meetings of the Members and Directors and shall attend the sessions of the Board of Directors and act as clerk thereof and record all the acts and votes and the minutes of all proceedings in a book to be kept for that purpose The Secretary shall give, or cause to be given, notice of all meetings of the

Members and Directors, unless notice thereof be waived, and shall perform such other duties as may be from time to time assigned The Secretary shall also have custody of the corporate seal and shall affix the same to all papers and documents whenever the seal shall be required to be so affixed, and shall have custody of and properly keep all the record books of the corporation

SECTION 5 The Treasurer The Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation, in such banks of deposit as may be designated by the Board of Directors The Treasurer shall dispose of funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors whenever they may require it, an account of all transactions and of the financial condition of the corporation

SECTION 6 Resignations Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation Any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

SECTION 7 Removal Any of the officers designated in the first sentence of Section 1 of this Article IV may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby, by the vote of a majority of the total number of Directors Any subordinate officer elected or appointed in accordance with Section 1 of this Article IV may be removed by the Board of Directors for like reason by a majority vote of the Directors present at any meeting, a quorum being present, or by any superior officer upon whom such power of removal has been conferred by resolution of the Board of Directors

ARTICLE IV

Committees

SECTION 1 Executive Committees The Board of Directors by resolution, adopted by a majority of the Directors in office, may designate one or more executive committees, each of which shall consist of two or more Directors, which executive committees, to the extent provided in said resolution as permitted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation

SECTION 2 Special Committees The Board of Directors, by resolution duly adopted, may appoint special committees not having and exercising the authority of the Board of Directors to aid and assist the Board in the management of the affairs of the corporation

ARTICLE V

Miscellaneous Provisions

SECTION 1 Indemnification of Directors, Officers, Employees and Agents, Insurance

A The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful

B The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper

C To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraph (a) or paragraph (b) of this Section 1 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith

D Any indemnification under paragraph (A) or paragraph (B) of this Section 1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (A) or paragraph (B) of this Section 1 Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the Members

E Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified as authorized in this Section 1

F The indemnification provided by this Section 1 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person

G The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section

H In connection with the defense of a judicial proceeding under Chapter 42 of the Internal Revenue Code of 1986, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction, and further, no person shall be indemnified for other expenses in connection with such judicial proceedings unless (i) such other expenses are reasonably incurred by such person in connection with such proceeding, (ii) he is successful in such defense, or such proceeding is terminated by settlement and he has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42 Notwithstanding the foregoing, the Corporation shall not indemnify any Director, officer, employee or agent of the Corporation if such indemnification shall constitute an act of self-dealing under Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law

I If the Corporation has paid indemnity or has advanced expenses under this Section 1 to a Director, officer, employee or agent, the Corporation shall report the indemnification or advance in writing to the Members with or before the notice of the next meeting of the Members

J For purposes of this Section 1, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its Directors, officers, employees or agents, so that any person who was a Director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section 1 with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued

K For purposes of this Section 1, references to "other enterprises" shall include employee benefit plans, references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan, and references to "serving at the request of the Corporation" shall include any service as a Director, officer, employee or agent of the corporation which imposes duties on, or involves services by such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participant and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Section

SECTION 2 Principal Office The principal office of the corporation in the State of Illinois shall be located at 1130 N Carlyle Court, Arlington Heights, Illinois, 60004

SECTION 3 Corporate Seal The corporate seal of the corporation shall be circular in form, bearing the name of the corporation and the word "ILLINOIS" in the marginal circular, and the words "Corporate Seal" in the inner circle Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced

SECTION 4 Property All property, whether real, personal or mixed, received by the corporation by bequest, devise, gift, grant or otherwise, shall be held by the corporation or disposed of by it on such terms and conditions, not inconsistent with the Articles of Incorporation, as the Directors shall determine

SECTION 5 Depositories All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may designate

SECTION 6 Checks, Drafts, Notes, Etc All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors

SECTION 7 Fiscal Year The fiscal year of the corporation shall end on the last day of December of each year

SECTION 8 Self-Dealing The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws

SECTION 9 Investments Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the corporation may be invested, from time to time, in such manner as the Board of Directors may deem advantageous without regard to restrictions applicable to trustee or trust funds, provided, however, that

(a) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, and

(b) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws

SECTION 10 Distribution of Income The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws

SECTION 11 Taxable Expenditures The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws

ARTICLE VI

Amendments

SECTION 1 Method of Amendment The By-Laws of the corporation may be altered, amended or repealed, and new and other By-Laws may be made and adopted at any regular meeting of the Board of Directors, or at any special meeting called for the purpose, by the affirmative vote of a majority of the Directors in office

October 28, 2013