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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.  
► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation <b>Alice M. O'Brien Foundation</b>		<b>A</b> Employer identification number <b>41-6018991</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1914 Nature View Lane</b>	Room/suite	<b>B</b> Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code <b>West St Paul MN 55118</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>3,229,396</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	74,905	74,905	74,905	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	109,616			
	b Gross sales price for all assets on line 6a 904,119				
	7 Capital gain net income (from Part IV, line 2)		109,616		
	8 Net short-term capital gain			4,224	
	9 Income modifications				
	10a Gross sales less returns and allowances				
<b>Operating and Administrative Expenses</b>	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	184,521	184,521	79,129	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Sch 1	3,080		3,080	
	c Other professional fees (attach schedule) Sch 1	13,067	13,067		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Sch 1	1,054	901		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Sch 1	227		227	
	24 Total operating and administrative expenses. Add lines 13 through 23	17,428	13,968	3,307	0
	25 Contributions, gifts, grants paid	149,500			149,500
	26 Total expenses and disbursements. Add lines 24 and 25	166,928	13,968	3,307	149,500
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	17,593			
	b Net investment income (if negative, enter -0-)		170,553		
	c Adjusted net income (if negative, enter -0-)			75,822	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .		84,159	79,913	79,913
	<b>2</b> Savings and temporary cash investments . . . . .				
	<b>3</b> Accounts receivable ▶ . . . . .				
	Less: allowance for doubtful accounts ▶ . . . . .				
	<b>4</b> Pledges receivable ▶ . . . . .				
	Less: allowance for doubtful accounts ▶ . . . . .				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .				
	Less: allowance for doubtful accounts ▶ . . . . .				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . . Sch. 2 . . . . .				
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .		53,797	53,797	57,562
	<b>b</b> Investments—corporate stock (attach schedule) . . . . . Sch. 3 . . . . .		2,333,272	2,351,201	2,926,883
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . . Sch. 2 . . . . .		165,504	169,413	165,038
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . .				
<b>Liabilities</b>	Less: accumulated depreciation (attach schedule) ▶ . . . . .				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment: basis ▶ . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .				
	<b>15</b> Other assets (describe ▶ . . . . . ) . . . . .				
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .		2,636,732	2,654,324	3,229,396
	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ . . . . . ) . . . . .				
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .				
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .		2,636,732	2,654,324	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .				
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .		2,636,732	2,654,324	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		2,636,732	2,654,324	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	2,636,732
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	17,593
<b>3</b> Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	2,654,325
<b>5</b> Decreases not included in line 2 (itemize) ▶ <u>Rounding</u> . . . . .	<b>5</b>	1
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	2,654,324

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	- See Schedule 4 -			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 904,119		794,503	109,616	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	109,616
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }		<b>3</b>	4,224

**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.

<b>1</b> Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	149,000	2,817,391	0.0529
2011	149,500	2,806,071	0.0533
2010	150,000	2,801,860	0.0535
2009	245,445	2,093,254	0.1173
2008	169,433	1,549,752	0.1093
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.3863
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.0773
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 3,040,172
<b>5</b> Multiply line 4 by line 3			<b>5</b> 235,005
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,706
<b>7</b> Add lines 5 and 6			<b>7</b> 236,711
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 149,500

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	3,411
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2	<b>3</b>	3,411
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	3,411
<b>6</b>	Credits/Payments:		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	3,500
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	3,500
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	89
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> 89 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>N/A</u> (2) On foundation managers. ► \$ <u>N/A</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>N/A</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>Minnesota</u>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

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

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

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

<b>5a</b> During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)?		<b>5b</b>	N/A
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
<b>c</b>	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?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>6b</b>	X
	If "Yes" to 6b, file Form 8870.			
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
- See Schedule 5 -				

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

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

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

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

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

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

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

	Expenses
<b>1</b> None	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
<b>1</b> None	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	▶ 0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	3,004,433
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	82,036
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	3,086,469
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	3,086,469
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	46,297
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	3,040,172
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	152,009

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

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	152,009
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2a</b>	3,411
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	3,411
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	148,598
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	148,598
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	148,598

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	149,500
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	149,500
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	149,500

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				148,598
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	93,079			
<b>b</b> From 2009 . . . . .	169,892			
<b>c</b> From 2010 . . . . .	11,995			
<b>d</b> From 2011 . . . . .	11,995			
<b>e</b> From 2012 . . . . .	12,183			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	299,144			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 149,500				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				148,598
<b>e</b> Remaining amount distributed out of corpus . . . . .	902			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	300,046			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	93,079			
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	206,967			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .	169,892			
<b>b</b> Excess from 2010 . . . . .	11,995			
<b>c</b> Excess from 2011 . . . . .	11,995			
<b>d</b> Excess from 2012 . . . . .	12,183			
<b>e</b> Excess from 2013 . . . . .	902			

**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 . . . . . **N/A**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0
<b>b</b> 85% of line 2a . . . . .	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

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

**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

**a** The name, address, and telephone number or e-mail address 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)				
<b>a</b> <i>Paid during the year</i>  - See Schedule 5 -				149,500
<b>Total</b>			▶ <b>3a</b>	149,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			▶ <b>3b</b>	0

<b>Part XVI-A</b>	<b>Analysis of Income-Producing Activities</b>
-------------------	--

N/A

Enter gross amounts unless otherwise indicated.

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 . . . . .					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
6	Net rental income or (loss) from personal property					
7	Other investment income . . . . .					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events . . . . .					
10	Gross profit or (loss) from sales of inventory . . . . .					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e) . . . . .		0		0	0
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	0

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

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

[illegible]

<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>	N/A
------------------	--	-----

N/A

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | 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?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |    |
|          | (1) Cash   | <b>1a(1)</b> |    |
|          | (2) Other assets   | <b>1a(2)</b> |    |
| <b>b</b> | Other transactions:  |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |    |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |    |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |    |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> |    |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> |    |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |    |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |    |
| <b>d</b> | 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. |              |    |

[illegible]

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

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

**Sign  
Here**

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

Signature of officer or trustee

7-1-14  
Date

President  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

John S McCarthy

Preparer's signature

Chas. N.

Date \_\_\_\_\_

6/24/14

Check ☒ if self-employed

PTIN	
------	--

P00403424

Firm's name ▶ John S McCarthy, CPA

Firm's EIN ▶ 41-1542904

Firm's address ▶ 2345 Rice St #228 St Paul, MN 55113

Phone no 651-482-9503

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

**December 31, 2013**

**FORM 990-PF**

Part 1 Line 16(b) Accounting Fees:

Services provided by John S. McCarthy, C.P.A. for preparation of 2012 Form 990-PF	\$	<u>3,080</u>
--	----	--------------

Part 1 Line 16(c) Other Professional Fees:

Services provided by Atlantic Trust Private Wealth Management as investment advisor	\$	<u>13,067</u>
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Part 1 Line 18 Taxes:

Foreign taxes paid	\$	901
Federal 990-PF balance due 2012		<u>153</u>
Total	\$	<u>1,054</u>

Part 1 Line 23 Other Expenses:

Website expenses	\$	155
Meeting expense		47
State registration fee		<u>25</u>
Total	\$	<u>227</u>

**Schedule 1**

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

## BOND HOLDINGS

**Form 990-PF****December 31, 2013**

### Part II Lines 10a & 10c

<u>BOND HOLDINGS &amp; US TREASURY NOTES</u>	<u>PAR VALUE</u>	<u>COST</u>	<u>MARKET VALUE</u>
General Elect Co 5.25% 12/6/17	25M	\$29,635	\$28,366
Goldman Sachs 3.625% 2/7/16	25M	26,919	26,153
Hewlett Packard 4.75% 6/2/14	25M	27,414	25,419
J P Morgan Chase 6.00% 1/15/18	25M	30,310	28,779
Shell Int'l 4.3% 9/22/19	25M	27,883	27,357
Verizon Communic Inc 6.10% 4/15/18	25M	<u>27,252</u>	<u>28,964</u>
TOTAL CORPORATE BOND HOLDINGS (10c)		<u>\$169,413</u>	<u>\$165,038</u>
Federal Home Loan Bank 4.875% 5/17/17	25M	<u>\$27,862</u>	<u>\$28,212</u>
TOTAL U S GOVT BONDS		27,862	28,212
U S Treas Infl Idx 1.375% 7/15/18	25M	<u>25,935</u>	<u>29,350</u>
TOTAL U S TREASURY NOTES		<u>25,935</u>	<u>29,350</u>
TOTAL U S GOVT OBLIGATIONS (10a)		<u>\$53,797</u>	<u>\$57,562</u>

## Schedule 2



**ALICE M. O'BRIEN FOUNDATION 41-6018991**  
**STOCK HOLDINGS**  
**Form 990-PF**  
**December 31, 2013**

Part II Line 10b

<u>CORPORATIONS</u>	<u>NO. OF SHARES</u>		<u>COST</u>	<u>MARKET VALUE</u>
Aetna Inc	435	\$	13,355	\$ 29,837
Alliance Data Systems	71		3,966	18,668
Anadarko Petroleum Corp	330		21,367	26,176
Apache Corp	215		17,304	18,477
Apple Inc	90		29,609	50,492
Auto Data Processing	430		16,763	34,744
Bank of America Corp	855		12,635	13,312
Blackrock Inc	58		9,537	18,355
Boeing Co	185		13,897	25,251
CVS Caremark Corp	327		11,433	23,403
Capital One Financial	310		16,088	23,749
Check Point Software Tech	215		10,145	13,867
Cisco Systems Inc	770		8,486	17,271
Citigroup Inc New	454		20,134	23,658
Citrix Systems	255		15,411	16,129
Comcast Corp	505		8,346	26,242
Covidien Plc New	335		14,146	22,814
Crown Holdings Inc	445		15,279	19,834
Danaher Corp Del	385		14,355	29,722
DirecTV	230		11,345	15,884
Disney Walt Co	295		18,855	22,538
Dollar General Corp	365		16,120	22,017
EMC Corp Mass	855		20,529	21,503
EQT Corp	160		6,206	14,365
Express Scripts Holding Co	591		27,909	41,512
Fidelity Natl Info Svcs	292		7,078	15,675
Fiserv Inc	490		11,939	28,935
Freeport McMoran Copper	550		17,773	20,757
General Electric Co	1,310		52,340	36,719
Google Inc	32		17,566	35,863
Home Depot Inc	300		23,261	24,702
J P Morgan Chase & Co	560		22,142	32,749
Johnson & Johnson	225		15,316	20,608
Kellogg Co	210		12,823	12,825
Kinder Morgan Inc	525		17,525	18,900
Marathon Oil Corp	560		20,258	19,768
McDonalds Corp	190		14,568	18,436
Merck & Co Inc	449		13,381	22,472

Microsoft Corp	740	18,440	27,683
Netapp Inc	255	9,524	10,491
Oracle Corp	1,105	25,630	42,277
P G & E Corp	320	13,546	12,890
Pepsico Inc	135	7,908	11,197
Praxair Inc	220	17,567	28,607
Republic Services Inc	495	13,471	16,434
Stryker Corp	285	14,193	21,415
T J X Companies Inc	405	13,661	25,811
Target Corp	295	15,984	18,665
Teradata Corp	230	11,943	10,463
U S Bancorp	490	16,186	19,796
Union Pacific Corp	110	14,683	18,480
United Technologies Corp	290	18,335	33,002
United Health Group Inc	345	8,609	25,979
V F Corporation	280	5,009	17,455
VISA Inc	90	6,103	20,041
Walgreen Co	280	8,642	16,083
Wells Fargo & Co	595	16,435	27,013
Williams Companies	640	<u>13,598</u>	<u>24,685</u>
Total Corporations		<u>888,657</u>	<u>1,326,696</u>

#### MUTUAL FUNDS

Absolute Strategies Fund	17,562.993	195,232	192,666
Dreyfus Emerging Mkts Debt	9,649.860	132,871	133,844
Harbor International	3,125.359	214,572	221,932
IVA Intl Fund	6,186.522	99,347	106,779
Mainstay Marketfield Fund	10,368.617	180,013	192,027
Matthews Pacific Tiger	4,667.075	89,948	116,537
Neuberger Berman Equity	14,511.245	163,238	175,006
Ridgeworth SEIX Float	5,545.555	50,132	50,243
Touchstone Small Cap	7,355.166	122,312	155,120
Virtus Emrg Mkts Oppty	5,069.048	<u>50,762</u>	<u>48,409</u>
Total Mutual Funds		<u>1,298,427</u>	<u>1,392,563</u>

#### OTHER ASSETS

Avalonbay Cmnty Inc REIT	65	9,124	7,685
Ishares MSCI Emrg Mkt Fund	1,800	68,373	75,231
Simon Ppty Group REIT	117	18,537	17,803
Spdr Dow Jones REIT	1,500	<u>68,083</u>	<u>106,905</u>
Total Other Assets		<u>164,117</u>	<u>207,624</u>

GRAND TOTAL	\$	<u>2,351,201</u>	\$	<u>2,926,883</u>
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**Alice M. O'Brien Foundation 41-6018991**  
**Form 990-PF Part IV**  
**Capital Gains and Losses for Tax on Investment Income**  
**December 31, 2013**

KIND	DESCRIPTION	ACQ	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
a		b	c	d	e	g	h
Bond	U P S Inc. 4 5%	P	09/29/09	01/15/13	25,000	26,822	(1,822)
Bond	JP Morgan Chase 4 75%	P	09/29/09	05/01/13	25,000	26,498	(1,498)
Mut Fd	Pimco Commodity Real	P	various	12/06/13	122,133	161,672	(39,080)
							(459) *
Other	Ishares Tr Russell 2000	P	09/24/09	04/16/13	45,681	30,112	15,569
Other	Hatteras Core Alt TEI	P	various	02/05/13	159,954	150,000	9,954
Other	15 Avalonbay Cmnty Inc	P	07/12/13	12/05/13	1,803	2,105	(302)
Other	25 Simon Ppty Group	P	07/02/13	12/05/13	3,759	4,020	(261)
Stock	625 Ford Motor Co	P	05/11/11	01/07/13	8,388	9,541	(1,153)
Stock	340 Walgreen Co	P	06/22/10	01/09/13	13,034	10,732	2,302
Stock	180 Republic Services Inc	P	11/10/10	01/28/13	5,666	5,162	504
Stock	415 Williams Companies Inc	P	07/27/10	02/27/13	14,167	6,414	7,753
Stock	200 CME Group Inc	P	11/28/11	03/01/13	11,924	10,055	1,869
Stock	8 Google Inc	P	12/17/10	03/05/13	6,681	4,716	1,965
Stock	110 Target Corp	P	11/27/07	03/13/13	7,396	6,133	1,263
Stock	115 Nike Inc	P	09/24/09	04/05/13	6,755	3,363	3,392
Stock	105 H J Heinz Co	P	01/24/12	04/24/13	7,595	5,421	2,174
Stock	105 Nike Inc	P	09/24/09	04/30/13	6,671	3,071	3,600
Stock	90 Pepsico Inc	P	09/24/09	04/30/13	7,410	5,272	2,138
Stock	65 McDonalds Corp	P	04/11/11	05/09/13	6,508	4,969	1,539
Stock	415 H J Heinz Co	P	01/24/12	06/03/13	30,057	16,550	13,507
Stock	1 Mallinckrodt Pub Ltd	P	08/02/11	06/28/13	28	22	6
Stock	120 Aetna Inc	P	05/18/12	07/02/13	7,467	4,776	2,691
Stock	450 Cisco Systems Inc	P	04/11/11	07/12/13	11,596	8,616	2,980
Stock	200 Wells Fargo & Co	P	04/19/11	07/12/13	8,540	6,014	2,526
Stock	45 V F Corp.	P	05/18/12	07/17/13	8,903	6,087	2,816
Stock	50 Mallinckrodt Pub Ltd	P	12/09/11	07/29/13	2,304	1,637	667
Stock	475 Ford Motor Co	P	06/14/11	08/08/13	8,038	6,602	1,436
Stock	220 Spectra Energy Corp	P	04/25/12	08/08/13	7,739	6,428	1,311
Stock	110 United Health Group	P	04/15/10	08/28/13	7,879	3,341	4,538
Stock	345 BMC Software Inc	P	08/02/11	09/11/13	15,956	16,019	(63)
Stock	90 Apache Corp	P	08/23/11	10/28/13	8,116	8,457	(341)
Stock	325 Spectra Energy Corp	P	05/26/10	10/28/13	11,591	6,351	5,240
Stock	835 QEP Resources Inc	P	various	11/13/13	27,107	24,439	1,603
							1,065 *
Stock	235 Microsoft Corp	P	11/19/12	11/25/13	8,850	6,232	2,618
Stock	95 Aetna Inc	P	11/19/12	12/05/13	6,197	3,950	2,247

Stock	10 Alliance Data Sys	P	07/08/10	12/05/13	2,401	560	1,841	
Stock	65 Anadarko Petroleum	P	10/12/12	12/05/13	5,717	4,500	1,217	
Stock	45 Apache Corp	P	07/23/10	12/05/13	4,021	4,066	(45)	
Stock	20 Apple Inc	P	11/07/12	12/05/13	11,426	9,177	2,249	
Stock	95 Auto Data Processing	P	09/24/09	12/05/13	7,457	3,704	3,753	
Stock	10 Blackrock Inc	P	11/08/10	12/05/13	2,939	1,699	1,240	
Stock	40 Boeing Co	P	01/17/13	12/05/13	5,311	3,007	2,304	*
Stock	65 Capital One Financial	P	04/05/13	12/05/13	4,683	3,553	1,130	*
Stock	35 Check Point Software	P	08/27/12	12/05/13	2,135	1,712	423	
Stock	165 Cisco Systems Inc	P	04/11/11	12/05/13	3,456	2,574	882	
Stock	90 Citigroup Inc	P	04/06/11	12/05/13	4,592	4,150	442	
Stock	65 Citrix Systems Inc	P	06/06/13	12/05/13	3,819	4,067	(248)	*
Stock	110 Comcast Corp	P	08/22/11	12/05/13	5,369	2,215	3,154	
Stock	70 Covidien Plc	P	08/02/11	12/05/13	4,723	3,165	1,558	
Stock	115 Crown Holdings Inc	P	03/01/12	12/05/13	5,028	4,264	764	
Stock	70 CVS Caremark Corp	P	07/20/12	12/05/13	4,617	3,150	1,467	
Stock	60 Danaher Corp	P	06/06/12	12/05/13	4,425	3,064	1,361	
Stock	45 Direc TV	P	03/07/13	12/05/13	2,934	2,220	714	*
Stock	60 Walt Disney Co	P	08/08/13	12/05/13	4,209	3,954	255	*
Stock	75 Dollar General Corp	P	06/04/13	12/05/13	4,463	3,720	743	*
Stock	180 E M C Corp Mass	P	06/07/12	12/05/13	4,310	4,415	(105)	
Stock	20 EQT Corp	P	09/24/09	12/05/13	1,700	836	864	
Stock	130 Express Scripts	P	04/02/12	12/05/13	8,671	7,321	1,350	
Stock	65 Fidelity Natl Info Svcs	P	10/05/10	12/05/13	3,249	1,736	1,513	
Stock	50 Fiserv Inc	P	09/24/09	12/05/13	5,421	2,436	2,985	
Stock	115 Freeport McMoran	P	03/06/12	12/05/13	3,944	4,484	(540)	
Stock	280 General Electric Co	P	09/21/99	12/05/13	7,412	11,187	(3,775)	
Stock	5 Google Inc	P	02/01/12	12/05/13	5,272	2,904	2,368	
Stock	60 Home Depot Inc	P	11/25/13	12/05/13	4,715	4,800	(85)	*
Stock	45 Johnson & Johnson	P	08/02/12	12/05/13	4,174	3,075	1,099	
Stock	125 JP Morgan Chase & Co	P	11/27/07	12/05/13	7,003	5,100	1,903	
Stock	45 Kellogg Co	P	09/19/13	12/05/13	2,723	2,748	(25)	*
Stock	110 Kinder Morgan Inc	P	08/14/12	12/05/13	3,617	3,831	(214)	
Stock	80 Marathon Oil Corp	P	10/28/13	12/05/13	2,876	2,889	(13)	*
Stock	40 McDonalds Corp	P	06/04/12	12/05/13	3,813	3,457	356	
Stock	95 Merck & Co Inc	P	08/23/10	12/05/13	4,642	3,350	1,292	
Stock	155 Microsoft Corp	P	03/15/11	12/05/13	5,861	3,937	1,924	
Stock	55 Netapp Inc	P	04/25/12	12/05/13	2,256	2,150	106	
Stock	220 Oracle Corp	P	08/22/11	12/05/13	7,683	5,443	2,240	
Stock	25 Pepsico Inc	P	09/24/09	12/05/13	2,051	1,465	586	
Stock	70 P G & E Corp	P	06/01/11	12/05/13	2,819	3,031	(212)	
Stock	50 Praxair Inc	P	10/12/12	12/05/13	6,143	5,232	911	
Stock	105 Republic Svcs Inc	P	11/10/10	12/05/13	3,615	3,011	604	
Stock	60 Stryker Corp	P	08/03/11	12/05/13	4,393	4,113	280	
Stock	60 Target Corp	P	11/27/07	12/05/13	3,775	3,345	430	
Stock	45 Teradata Corp	P	05/09/13	12/05/13	1,876	2,470	(594)	*
Stock	55 TJX Companies Inc	P	08/09/10	12/05/13	3,426	1,184	2,242	
Stock	20 Union Pacific Corp	P	03/22/12	12/05/13	3,245	2,211	1,034	
Stock	60 United Technologies	P	02/01/12	12/05/13	6,554	4,822	1,732	
Stock	70 United Health Group Inc	P	09/24/09	12/05/13	5,091	1,840	3,251	
Stock	105 U S Bancorp	P	11/01/12	12/05/13	4,060	3,539	521	
Stock	15 V F Corporation	P	05/18/12	12/05/13	3,501	1,710	1,791	
Stock	5 VISA Inc	P	12/20/10	12/05/13	1,001	339	662	
Stock	55 Walgreen Co	P	01/20/12	12/05/13	3,096	1,842	1,254	
Stock	125 Wells Fargo & Co	P	04/19/11	12/05/13	5,424	3,689	1,735	
Stock	140 Williams Cos Inc	P	03/20/12	12/05/13	5,089	4,441	648	

Capital Gain Net Income (Loss)

904,119 794,503 109,616  
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\* Short-term gain (loss)

**Alice M. O'Brien Foundation****41-6018991**

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**Contributions****Form 990-PF, Part XV, Line 3a****Year Ended December 31, 2013**

<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Breakthrough St Paul St. Paul, MN	N/A	Public	Continuing Operations	\$ 1,000
Crossroads Scarborough, ME	N/A	Public	Continuing Operations	1,000
Dorothy Day Center Minneapolis, MN	N/A	Public	Continuing Operations	20,000
Habitat for Humanity Minneapolis, MN	N/A	Public	Continuing Operations	500
Holland Hall School Tulsa, OK	N/A	Public	Continuing Operations	1,000
Illusion Theater Minneapolis, MN	N/A	Public	Continuing Operations	1,000
Lake Harriet Yacht Assn Minneapolis, MN	N/A	Public	Continuing Operations	1,000
Little Sisters of the Poor St. Paul, MN	N/A	Public	Continuing Operations	20,000
Minnesota Waldorf School St. Paul, MN	N/A	Public	Continuing Operations	1,000
Mpls Institute of Arts Minneapolis, MN	N/A	Public	Continuing Operations	2,500
Native Prairies Assn of Texas San Marcos, TX	N/A	Public	Continuing Operations	1,000
Palmer Ridge H.S. Foundation Monument, CO	N/A	Public	Continuing Operations	1,000
Retrieve a Golden of MN Minnetonka, MN	N/A	Public	Continuing Operations	500
St Croix River Assn. St Croix Falls, WI	N/A	Public	Continuing Operations	500

St Paul Academy/Summit School St. Paul, MN	N/A	Public	Continuing Operations	3,000
St Paul Chamber Orchestra St. Paul, MN	N/A	Public	Continuing Operations	1,000
Salvation Army St. Paul, MN	N/A	Public	Continuing Operations	20,000
Sanibel Captiva Conservation Fdn Sanibel, FL	N/A	Public	Continuing Operations	50,000
Schubert Club St. Paul, MN	N/A	Public	Project CHEER	2,500
Schulze Diabetes Institute Minneapolis, MN	N/A	Public	Continuing Operations	15,000
Second Harvest Heartland St. Paul, MN	N/A	Public	Continuing Operations	500
Twin Cities Opera Guild St Paul, MN	N/A	Public	Met Auditions	2,500
Unity Church Unitarian St. Paul, MN	N/A	Public	Racial Justice Outreach	500
Washington and Lee University Lexington, VA	N/A	Public	Continuing Operations	500
Wayzata-Plymouth Meals on Wheels Plymouth, MN	N/A	Public	Continuing Operations	1,000
Yadkin Riverkeeper Inc. Winston-Salem, NC	N/A	Public	Continuing Operations	1,000
TOTAL				\$ <u>149,500</u>

## Part VIII Information About Officers, Directors, Trustees

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

## Schedule 5