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

2013

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

For calendar year 2013, or tax year beginning 10/01, 2013, and ending 9/30, 2014

JAMES W. O'BRIEN FOUNDATION, INC.
C/O MCINNIS LAW OFFICES
807 TURNPIKE STREET
NORTH ANDOVER, MA 01845-6131

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

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, column (c), line 16) **► \$ 19,433,304.** J Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis)

A	Employer identification number 04-3528495
B	Telephone number (see the instructions) 978-686-6112
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	91,241.	91,241.	91,241.	
4	Dividends and interest from securities	415,985.	415,985.	415,985.	
5a	Gross rents				
b	Net rental income or (loss)	853,379.			
6a	Net gain/(loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a	3,962,500.			
7	Capital gain net income (from Part IV, line 2)		853,379.		
8	Net short-term capital gain			145,566.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (attach schedule)				
11	Other income (attach schedule)	70,449.	70,449.		
SEE STATEMENT 1		1,431,054.	1,431,054.	652,792.	49,263.
12	Total. Add lines 1 through 11	52,263.			
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE ST 2	6,620.	1,986.		4,634.
b	Accounting fees (attach sch) SEE ST 3	19,594.	13,716.		5,878.
c	Other prof fees (attach sch) SEE ST 4	160,824.	124,824.		36,000.
17	Interest				
18	Taxes (attach schedule) SEE STM 5	28,779.	3,013.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
SEE STATEMENT 6		3,019.			
24	Total operating and administrative expenses. Add lines 13 through 23	271,099.	143,539.		95,775.
25	Contributions, gifts, grants paid PART XV	715,768.			708,268.
26	Total expenses and disbursements. Add lines 24 and 25	986,867.	143,539.	0.	804,043.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	444,187.			
b	Net investment income (if negative, enter -0)		1,287,515.		
c	Adjusted net income (if negative, enter -0)			652,792.	

G 14 8

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	1,254.	16,913.	16,913.
	2	Savings and temporary cash investments	1,517,401.	2,908,637.	2,908,637.
	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 sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,000.		
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	13,746,801.	14,280,891.	14,280,891.
	c	Investments – corporate bonds (attach schedule)	2,899,743.	2,241,217.	2,241,217.
	11	Investments – land, buildings, and equipment basis			
LIABILITIES		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	-13,992.	-32,320.	-32,320.
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe ► SEE STATEMENT 7)	21,838.	17,966.	17,966.
	16	Total assets (to be completed by all filers see the instructions Also, see page 1, item I)	18,176,045.	19,433,304.	19,433,304.
	17	Accounts payable and accrued expenses	37,000.	40,000.	
	18	Grants payable	364,000.	371,500.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 8)	34,404.	20,775.	
	23	Total liabilities (add lines 17 through 22)	435,404.	432,275.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			X	
	24	Unrestricted	17,740,641.	19,001,029.	
	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	17,740,641.	19,001,029.	
	31	Total liabilities and net assets/fund balances (see instructions)	18,176,045.	19,433,304.	

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	17,740,641.
2	Enter amount from Part I, line 27a	2	444,187.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	816,201.
4	Add lines 1, 2, and 3	4	19,001,029.
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	19,001,029.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED SCHED - SECURITY SALES (ST)			P	VARIOUS	VARIOUS
b SEE ATTACHED - SECURITY SALES (LT)			P	VARIOUS	VARIOUS
c SEE ATTACHED - EXPIRED OPTION PROCEEDS			P	9/30/14	VARIOUS
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 457,633.			443,813.	13,820.	
b 3,359,302.			2,665,309.	693,993.	
c 145,566.				145,566.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				13,820.	
b				693,993.	
c				145,566.	
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	853,379.
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	145,566.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	888,539.	17,334,175.	0.051259
2011	684,951.	16,077,455.	0.042603
2010	1,002,005.	16,077,336.	0.062324
2009	957,726.	15,383,988.	0.062255
2008	1,050,034.	14,261,741.	0.073626

2 Total of line 1, column (d)	2	0.292067
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.058413
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,986,546.
5 Multiply line 4 by line 3	5	1,109,061.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,875.
7 Add lines 5 and 6	7	1,121,936.
8 Enter qualifying distributions from Part XII, line 4	8	928,867.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary – see instrs)	1	25,750.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	25,750.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	25,750.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	12,920.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	12,920.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	4.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	12,834.
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

1 a 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation. ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

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

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*

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If 'Yes,' attach the statement required by General Instruction T.

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
MA
 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*

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*

10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*

	Yes	No
1 a	X	
1 b	X	
1 c	X	
2	X	
3	X	
4 a	X	
4 b	X	
5	X	
6	X	
7	X	
8 b	X	
9	X	
10	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
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	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► _____	Telephone no ► _____	
Located at ► _____		ZIP + 4 ► _____	
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	N/A	<input type="checkbox"/>
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ► _____			

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1 b	N/A
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?	1 c	<input checked="" type="checkbox"/>
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? If 'Yes,' list the years ► 20 ___, 20 ___, 20 ___, 20 ___	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	2 b	N/A
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 ___		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	<input checked="" type="checkbox"/>
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?	4 b	<input checked="" type="checkbox"/>

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

5 a 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
 Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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 Nob 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)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes NoIf 'Yes,' attach the statement required by *Regulations section 53.4945-5(d)*

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6 b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7 a 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?

N/A

7 b

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 STATEMENT 10		52,263.	0.	0.

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

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

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

► 0

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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		

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	<u>N/A</u>	
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	<u>N/A</u>	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0.

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	16,927,714.
b Average of monthly cash balances	1b	2,347,967.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	19,275,681.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	19,275,681.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	289,135.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,986,546.
6 Minimum investment return. Enter 5% of line 5	6	949,327.

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	949,327.
2a Tax on investment income for 2013 from Part VI, line 5	2a	25,750.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	25,750.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	923,577.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	923,577.
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	923,577.

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	804,043.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	124,824.
3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	928,867.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	928,867.

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

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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				923,577.
2 Undistributed income, if any, as of the end of 2013:			0.	
a Enter amount for 2012 only		0.		
b Total for prior years: 20_____, 20_____, 20_____		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	193,041.			
b From 2009	195,377.			
c From 2010	213,398.			
d From 2011				
e From 2012	34,748.			
f Total of lines 3a through e	636,564.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 928,867.			0.	
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				923,577.
e Remaining amount distributed out of corpus	5,290.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	641,854.			
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b			0.	
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			0.	
d Subtract line 6c from line 6b Taxable amount – see instructions			0.	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	193,041.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	448,813.			
10 Analysis of line 9:				
a Excess from 2009	195,377.			
b Excess from 2010	213,398.			
c Excess from 2011				
d Excess from 2012	34,748.			
e Excess from 2013	5,290.			

BAA

Form 990-PF (2013)

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

N/A

1 a 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 foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or		4942(j)(5)	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year			Prior 3 years
b 85% of line 2a	(a) 2013	(b) 2012	(c) 2011	(d) 2010
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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines

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

Part XV | Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
VARIOUS ORGANIZATIONS PLEASE SEE ATTACHED VARIOUS, MA 01845			VARIOUS DONATIONS TO CHARITABLE ORGANIZATIONS	708,268.
ADJUSTMENT TO ACCOUNT FOR DIFFERENCE IN ACCRUAL VARIOUS, MA 01845				7,500.
Total				► 3a 715,768.
<i>b Approved for future payment</i>				
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) Exclu- sion 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			14	91,241.	
4 Dividends and interest from securities			14	415,985.	
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			18	70,449.	
8 Gain or (loss) from sales of assets other than inventory			18	853,379.	
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)				1,431,054.	
13 Total. Add line 12, columns (b), (d), and (e)			13	1,431,054.	
(See worksheet in line 13 instructions to verify calculations)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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.
- (2) Other assets

b Other transactions:

- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign
Here

Signature of officer or trustee

Date

TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Date	Title		X Yes	No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DANIEL O'SULLIVAN		<i>Acdean</i>	11/30/15		P00756430
	Firm's name	► O'SULLIVAN & CO., P.C.			Firm's EIN	► 04-3077253
Firm's address	► 871 TURNPIKE ST., STE 205 NORTH ANDOVER, MA 01845-6156			Phone no	(978) 686-7970	

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2013

FEDERAL STATEMENTS
JAMES W. O'BRIEN FOUNDATION, INC.
C/O MCINNIS LAW OFFICES

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 70,449.	\$ 70,449.	\$ 0.
TOTAL	<u>\$ 70,449.</u>	<u>\$ 70,449.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 6,620.	\$ 1,986.	\$ 0.	\$ 4,634.
TOTAL	<u>\$ 6,620.</u>	<u>\$ 1,986.</u>	<u>\$ 0.</u>	<u>\$ 4,634.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT FEES	\$ 19,594.	\$ 13,716.	\$ 0.	\$ 5,878.
TOTAL	<u>\$ 19,594.</u>	<u>\$ 13,716.</u>	<u>\$ 0.</u>	<u>\$ 5,878.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	\$ 36,000.	\$ 0.	\$ 0.	\$ 36,000.
INVESTMENT FEES	124,824.	\$ 124,824.	\$ 0.	\$ 124,824.
TOTAL	<u>\$ 160,824.</u>	<u>\$ 124,824.</u>	<u>\$ 0.</u>	<u>\$ 36,000.</u>

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FEDERAL STATEMENTS

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JAMES W. O'BRIEN FOUNDATION, INC.
C/O MCINNIS LAW OFFICES

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STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 25,766.			
FOREIGN TAXES	3,013.	\$ 3,013.		
TOTAL	\$ 28,779.	\$ 3,013.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT FEE	\$ 125.			
BANK CHARGES	60.			
DUES & SUBSCRIPTIONS	2,225.			
EDUCATION	250.			
OFFICE EXPENSE	342.			
POSTAGE	17.			
TOTAL	\$ 3,019.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	\$ 17,966.	\$ 17,966.
TOTAL	\$ 17,966.	\$ 17,966.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DEFERRED EXCISE TAX PAYABLE	\$ 7,914.
FEDERAL INCOME TAX	12,860.
ROUNDING	1.
TOTAL	\$ 20,775.

2013

FEDERAL STATEMENTS

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JAMES W. O'BRIEN FOUNDATION, INC.
C/O MCINNIS LAW OFFICES

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STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

DEFERRED EXCISE TAX	\$ 24,758.
UNREALIZED GAINS	791,443.
TOTAL	<u>\$ 816,201.</u>

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JAMES J MCINNIS 807 TURNPIKE STREET NORTH ANDOVER, MA 01845	TRUSTEE 10.00	\$ 36,263.	\$ 0. \$ 0.	0.
THOMAS STRANGIE 21 THOMPSON LANE LYNN, MA 01904	TRUSTEE 1.00	4,000.	0.	0.
MARK DIFABIO 94 COURT STREET EXETER, NH 03833	TRUSTEE 1.00	4,000.	0.	0.
MARYBETH MCINNIS 807 TURNPIKE STREET NORTH ANDOVER, MA 01845	TRUSTEE 2.00	4,000.	0.	0.
CHRISTOPHER HOPEY 11 HOLLYHOCK AVENUE NASHUA, NH 03062	TRUSTEE 1.00	4,000.	0.	0.
TOTAL	<u>\$ 52,263.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	

**JAMES W. O'BRIEN FOUNDATION
EQUITY AND PREFERRED SECURITIES
September 30, 2014**

	9/30/2014 Market Value	9/30/2014 Cost basis
1500 3 M	212,520.00	101,930.00
1700 Abbott Laboratories	70,703.00	42,853.95
1700 Abbvie	98,192.00	42,853.98
9000 Alcoa	144,810.00	93,804.00
1000 American Express Co.	87,540.00	57,248.64
1000 Apache	93,870.00	91,432.90
2500 Applied Materials	54,025.00	44,447.50
8000 AT&T	281,920.00	215,116.87
8000 Bank of America Corp	136,400.00	103,685.50
1000 Baker Hughes Inc	65,060.00	70,478.20
3000 Berkley W R Corp	143,400.00	13,196.36
2000 Berkshire Hathaway	276,280.00	81,517.46
3000 BP Amoco	131,850.00	129,518.69
4000 Breitburn Energy Partner	81,280.00	48,250.00
1500 Bristol Myers Squibb	76,770.00	30,644.85
8000 Brookline Bancorp	68,400.00	72,451.67
2100 Chevron - Texaco	250,572.00	87,175.53
3000 Cisco Systems	75,510.00	55,897.15
4000 Citigroup	207,280.00	170,444.26
1300 Conoco Philips	99,476.00	81,973.95
2000 Consolidated Edison	113,320.00	82,808.50
2000 CVS Corp	159,180.00	71,084.24
2700 Darden Restaurants	138,942.00	126,212.16
1200 Disney Walt Co	106,836.00	23,824.38
15000 DNP Select Fund	151,650.00	143,328.00
2500 Dow Chemical	131,100.00	81,828.95
2200 Du Pont E I	157,872.00	108,180.65
2166 Duke Energy	161,951.82	110,449.16
5000 Eagle Rock Energy Partners L P	17,800.00	60,873.00
5200 EMC Corp	152,152.00	111,247.04
1200 Emerson Electric	75,096.00	81,202.56
6000 Encana	127,260.00	112,560.65
3000 Exxon Motor Corp	282,150.00	209,763.45
7000 First Potomac Realty Trust	82,250.00	88,402.95
3500 Ford Motor Corp	51,765.00	44,072.75
3000 Freeport McMoran Copper & Gold	97,950.00	96,807.84
16740 Gabelli Util Fed	86,714.83	151,457.17
10000 General Electric	256,200.00	179,770.24
2000 General Mills	100,900.00	45,116.23
1060 General Motors	33,856.00	248,289.96
5000 GoldCorp Inc	115,150.00	149,687.60
400 Goldman Sachs Group	73,428.00	45,287.98
7000 Goodyear Tire & Rubber	158,095.00	129,705.90
3000 Great Plains Energy	72,510.00	74,841.00
3500 Hawaiian Elec Inds	92,925.00	57,651.75
2000 Hertz Global Holdings	50,780.00	57,357.80
2000 Intel Corp	69,640.00	43,469.00
1600 IBM	303,728.00	165,451.00

5000 iShares Silver Trust	81,750.00	96,995.00
1500 iShares TR Barclays 1-3 Bd	157,920.00	158,052.74
4300 Johnson & Johnson	458,337.00	230,769.50
2600 JP Morgan Chase & Company	156,624.00	118,547.65
2000 Lorillard, Inc	119,820.00	98,119.80
2000 LyondellBasell Industries	217,320.00	161,947.90
10000 Meadowbrook Insurance Group	58,500.00	68,500.00
3000 Merck & Co	177,840.00	107,223.76
2000 Metlife	107,440.00	67,864.97
4000 Microsoft	185,440.00	108,208.01
4000 Morgan Stanley	138,280.00	105,683.20
3200 Nestle SA Sponsored ADR	235,270.40	187,813.00
1000 Nxtex Energy	93,880.00	49,723.70
4900 Noble Corp	108,878.00	156,009.07
6000 Northeast Utilities	265,800.00	144,820.97
1633 Paragon	10,042.95	21,888.93
9488.254 Pear Tree Funds	173,160.64	180,033.66
6000 People's United Financial	86,820.00	70,953.35
2000 Pepsico	186,180.00	93,380.00
8000 Pfizer	236,560.00	159,324.49
2900 Powershares QQQQ Trust	286,491.00	114,100.00
4500 Procter & Gamble	376,830.00	250,624.50
1200 Prudential Financial	105,528.00	67,282.80
1300 Qualcomm Inc	97,201.00	85,146.70
2500 Royal Dutch Petroleum	190,325.00	146,022.93
3500 S&P 500 ETF Trust	689,570.00	375,730.00
1800 Schlumberger	183,042.00	138,537.10
8000 Sector SPDR	185,360.00	109,316.89
600 Siemens AG	71,442.00	49,797.60
2000 Southern Company	87,300.00	65,578.50
2000 SPDR Barclays S/T HY Bond Fund	59,860.00	61,619.80
3000 SPDR S&P International Div	138,840.00	141,451.80
3000 Spectra Energy	117,780.00	67,822.66
2000 Teva Pharmaceuticals	107,500.00	93,946.73
6000 TJX Cos.	355,020.00	108,768.17
1500 Transocean Inc	47,955.00	63,000.00
12500 Two Harbors Inv Corp	120,875.00	114,325.15
1000 UPS	98,290.00	74,907.00
1000 United Health Group	86,250.00	45,508.50
6000 Utili Corp	186,540.00	135,054.54
253 UTS Motors Liquidation Co Tr	6,185.85	-
2500 Vanguard ST Bond ETF	200,175.00	202,117.38
3000 Vantiv, Inc	92,700.00	95,243.90
5000 Veolia Environment VE SA	87,750.00	84,818.03
5552 Verizon Communications	277,544.48	181,370.83
1000 Walgreen	59,270.00	34,000.00
1500 Walmart Stores	114,705.00	79,989.25
2500 Wells Fargo	129,675.00	77,979.00
964 WTS General Motors	21,574.32	-
964 WTS General Motors	13,939.44	-
2000 XPO Logistics	75,340.00	42,709.38
Total Equity Securities	14,003,780.73	10,028,282.21

Preferred Stock

2000 Barclay's Bank Preferred	51,480.00	48,704.17
2000 Deutsche Bank Cap Preferred	50,780.00	41,926.60
2000 Merrill Lynch Preferred	51,580.00	48,856.90
2000 Morgan Stanley Cap Trust Preferred	51,000.00	44,815.07
3000 Hanover Insurance Group	72,270.00	64,559.86
Total Preferred Stock	277,110.00	248,862.60

*Part II 10B***Total Equity & Preferred 14,280,890.73 10,277,144.81****CORPORATE DEBT SECURITIES**

	Market Value 9/30/2014	Cost Basis 9/30/2014
100000 Alcoa 5.4%	105,898.00	98,627.20
100000 American Tower Sr. 3 4%	102,167.00	99,308.50
100000 Astoria Finl Corp 5%	107,365.00	100,470.00
100000 Bank of America Corp 3.625%	103,617.00	99,782.00
100000 Best Buy 3 75%	102,000.00	100,375.00
150000 Citigroup.502%	149,185.50	141,525.00
100000 Darden Restaurants	100,732.00	98,874.78
100000 Ford Motor Co 1.514%	99,726.00	99,500.00
6000 GM Conv 6.25%	0.00	0.00
4000 GM Conv 7 25%	0.00	0.00
100000 Goldman Sachs Group Notes 3.0%	97,311.00	97,750.00
100000 Goldman Sachs Group Notes 3 7%	102,515.00	101,754.00
100000 Goldman Sachs Group Step 3%	97,166.00	98,200.00
100000 Goldman Sachs Group Notes 2%	99,238.00	99,000.00
50000 Harsco Corp Sr Note 2.7%	49,812.50	50,527.00
100000 Hartford Financial Svs 4%	107,005.00	100,912.00
100000 Hewlett Packard 2.6%	102,723.00	100,943.00
100000 Morgan Stanley 5 05%	101,625.00	99,250.00
100000 Morgan Stanley D W Disc Sr Nt 1 75%	100,875.00	99,000.00
100000 Morgan Stanley Sr note 3.45%	102,831.00	98,545.00
150000 Morgan Stanley Sr note 2 5%	152,062.50	148,500.00
100000 Merrill Lynch 5 7%	109,646.00	102,904.00
50000 PPL Energy Supply LLC	47,365.00	47,775.40
100000 Safeway 3 95%	100,351.00	94,728.00
Part II 10C	2,241,216.50	2,178,250.88

Total Debt Securities 2,241,216.50 2,178,250.88Less: Open option positions (32,320.00) (24,137.00)*Part II Line 13***TOTAL INVESTMENTS 16,489,787.23 12,431,258.69**

Capital Gains
10/01/13 through 09/30/14

11/20/14

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
Equity Securities	Abbott Laboratories	100,000	12/30/10	01/21/14	3,799.93	2,378.44	1,421.49
Equity Securities	Bank of America Corp	800,000	07/15/09	01/21/14	11,999.78	10,822.80	1,176.98
Equity Securities	Bank of America Corp	200,000	06/30/10	01/21/14	2,999.95	3,200.00	-200.05
Equity Securities	CBRE GROUP INC	1,000,000	09/12/12	01/21/14	24,999.56	17,777.50	7,222.06
Equity Securities	Donnelly R.R	500,000	12/01/11	01/21/14	8,999.84	7,454.50	1,545.34
Equity Securities	Donnelly R.R	500,000	02/01/12	01/21/14	8,999.84	5,734.96	3,264.88
Equity Securities	Goodyear Tire & Rubber	1,000,000	06/13/11	01/21/14	22,999.59	14,689.00	8,310.59
Equity Securities	Merck&Co.	1,000,000	04/17/09	01/21/14	48,999.14	25,739.50	23,259.64
Equity Securities	Mondelez International	500,000	10/03/12	01/21/14	16,999.70	13,894.80	3,104.90
Equity Securities	Mondelez International	500,000	11/15/12	01/21/14	16,999.70	12,499.85	4,499.85
Equity Securities	QUALCOMM INC	500,000	12/01/11	01/21/14	34,999.39	27,710.00	7,288.39
Equity Securities	3 M	100,000	02/02/05	01/21/14	13,499.77	8,343.33	5,156.44
Equity Securities	3 M	300,000	08/12/05	01/21/14	40,499.30	21,690.00	18,809.30
Equity Securities	TEVA Pharm	700,000	04/17/09	01/21/14	27,999.51	31,115.00	-3,115.49
Equity Securities	TEVA Pharm	300,000	08/12/09	01/21/14	11,999.79	15,536.64	-3,536.85
Equity Securities	Texas Instruments	1,000,000	08/15/08	01/21/14	42,999.25	27,500.00	15,499.25
Equity Securities	Alcoa	2,000,000	04/01/10	02/24/14	19,999.65	29,399.96	-9,400.31
Equity Securities	United Health Group	500,000	11/03/10	03/12/14	37,499.34	18,338.75	19,160.59
Equity Securities	Merck&Co.	500,000	03/17/10	03/12/14	26,249.54	18,849.96	7,399.58
Equity Securities	Merck&Co.	500,000	05/31/10	03/12/14	26,249.54	17,500.00	8,749.54
Equity Securities	CBRE GROUP INC	700,000	09/12/12	03/24/14	18,899.58	12,444.25	6,455.33
Equity Securities	Encana	500,000	02/08/12	03/24/14	9,499.79	9,768.38	-288.59
Equity Securities	Encana	1,500,000	02/21/12	03/24/14	28,499.37	30,071.61	-1,572.24
Equity Securities	Goodyear Tire & Rubber	1,000,000	06/13/11	03/24/14	24,999.44	14,689.00	10,310.44
Equity Securities	Maxim Integrated	1,000,000	02/07/12	03/24/14	29,999.33	28,289.00	1,710.33
Equity Securities	Microsoft	800,000	05/29/08	03/24/14	30,399.32	22,799.20	7,600.12
Equity Securities	QUALCOMM INC	300,000	12/01/11	03/24/14	22,499.50	16,626.00	5,873.50
Equity Securities	QUALCOMM INC	200,000	02/01/12	03/24/14	14,999.67	11,821.80	3,177.87
Equity Securities	Schlumberger	500,000	03/25/10	03/24/14	46,248.97	31,033.75	15,215.22
Equity Securities	Coca Cola Company	2,400,000	07/01/11	04/02/14	92,232.36	81,382.20	10,850.16
Equity Securities	Coca Cola Company	600,000	09/12/12	04/02/14	23,058.09	22,595.10	462.99
Equity Securities	Lowes	1,000,000	08/26/09	04/02/14	49,429.00	21,757.50	27,671.50
Equity Securities	Conophillips	500,000	03/05/13	04/02/14	33,749.25	29,624.25	4,125.00
Equity Securities	CBRE GROUP INC	1,300,000	09/12/12	04/24/14	34,385.80	23,110.75	11,275.05
Equity Securities	Realty Income Corp	1,500,000	11/02/09	04/24/14	63,855.08	34,875.00	28,980.08
Equity Securities	Vodafone Group PLC	1,000,000	12/29/11	05/13/14	36,850.18	27,609.93	9,240.25
Equity Securities	Vodafone Group PLC	1,000,000	01/12/12	05/13/14	36,850.18	27,739.91	9,110.27
Equity Securities	Vodafone Group PLC	181,000	02/01/12	05/13/14	6,669.88	4,904.92	1,764.96
Equity Securities	Consolidated Edison	500,000	10/30/03	05/13/14	27,771.38	20,304.00	7,467.38
Equity Securities	Great Plains Energy	1,000,000	02/24/06	05/13/14	25,680.63	28,781.00	-3,100.37
Equity Securities	Goldman Sachs Group	200,000	07/07/11	05/14/14	31,930.87	27,062.00	4,868.87
Equity Securities	Hawaiian Elec Inds	1,500,000	09/21/99	05/14/14	36,166.00	24,707.90	11,458.10
Equity Securities	Northeast Utilities	1,000,000	07/09/07	05/14/14	45,863.49	24,772.56	21,090.93
Equity Securities	Oracle	1,000,000	11/11/05	05/19/14	39,999.11	12,740.00	27,259.11
Equity Securities	Vodafone Group PLC	819,000	02/01/12	05/30/14	22,194.08	44,984.39	-22,790.31
Equity Securities	Vodafone Group PLC	500,000	11/27/12	05/30/14	12,599.25	26,512.25	-13,913.00
Equity Securities	Vodafone Group PLC	500,000	03/05/13	05/30/14	12,734.25	26,647.25	-13,913.00
Equity Securities	Donnelly R.R.	1,500,000	02/01/12	06/12/14	23,898.76	17,204.89	6,693.87
Equity Securities	Donnelly R.R.	1,000,000	03/01/12	06/12/14	15,932.50	13,609.00	2,323.50
Equity Securities	Sector SPDR	1,400,000	10/31/08	06/20/14	30,799.31	21,363.58	9,435.73
Equity Securities	Du Pont El De Nemours	500,000	05/01/07	06/20/14	33,749.25	24,770.00	8,979.25
Equity Securities	Mondelez International	1,000,000	11/15/12	06/23/14	34,999.22	24,999.70	9,999.52

Capital Gains
10/01/13 through 09/30/14

11/20/14

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
SHORT TERM							
Equity Securities	Autodesk Inc	1,000.000	01/22/13	11/18/13	42,999.25	37,859.00	5,140.25
Equity Securities	Hewlett-Packard	1,000.000	09/23/13	11/18/13	22,999.59	23,000.00	-0.41
Equity Securities	Prudential Financial Inc	300.000	01/04/13	12/23/13	25,499.55	16,820.70	8,678.85
Equity Securities	Autodesk Inc	500.000	01/22/13	01/21/14	23,999.58	18,929.50	5,070.08
Equity Securities	Autodesk Inc	500.000	06/07/13	01/21/14	23,999.58	18,500.00	5,499.58
Equity Securities	Morgan Stanley	1,000.000	07/12/13	01/21/14	31,999.44	25,968.00	6,031.44
Equity Securities	JC Penney	3,000.000	09/06/13	01/30/14	17,822.68	42,687.00	-24,864.32
Equity Securities	JDS Uniphase Corp	1,200.000	06/25/13	03/24/14	16,799.62	16,427.06	372.56
Equity Securities	Hertz Global Hldgs	1,000.000	09/19/13	05/19/14	27,999.38	26,629.02	1,370.36
Equity Securities	Gilead Sciences Inc	700.000	04/24/14	06/18/14	55,518.17	51,022.20	4,495.97
Equity Securities	Transocean Inc	1,000.000	01/21/14	06/23/14	44,999.01	47,000.00	-2,000.99
Equity Securities	Transocean Inc	1,000.000	03/24/14	06/23/14	44,999.01	45,000.00	-0.99
Equity Securities	Hertz Global Hldgs	1,000.000	09/19/13	08/18/14	29,999.33	26,629.02	3,370.31
Equity Securities	Darden Restaurants	1,000.000	06/20/14	09/22/14	47,998.93	47,341.44	657.49
TOTAL SHORT TERM					457,633.12	443,812.94	13,820.18
Part IV Line 1A							
LONG TERM							
Debt Securities	Fortune Brands Note 4.875%	1,000.000	07/22/09	12/02/13	100,000.00	99,500.00	500.00
Debt Securities	Morgan Stanley 4.75%	1,000.000	02/21/13	04/01/14	100,000.00	103,510.00	-3,510.00
Debt Securities	Donnelly R.R. Sr.note 4.95%	1,000.000	10/20/11	04/01/14	100,000.00	96,250.00	3,750.00
Debt Securities	Citigroup 5%	1,000.000	06/08/12	09/15/14	100,000.00	102,421.00	-2,421.00
Equity Securities	Donnelly R.R.	1,500.000	01/24/11	10/16/13	25,350.09	27,164.72	-1,814.63
Equity Securities	American Express Company	600.000	08/13/12	10/21/13	46,499.19	34,043.40	12,455.79
Equity Securities	CVS Corp Delaware	500.000	05/01/07	10/21/13	29,999.47	17,860.00	12,139.47
Equity Securities	Dow Chemical	1,000.000	05/22/12	10/21/13	38,999.32	30,695.50	8,303.82
Equity Securities	Goodyear Tire & Rubber	1,000.000	05/16/11	10/21/13	19,999.65	17,969.00	2,030.65
Equity Securities	Lowes	400.000	08/26/09	10/21/13	18,799.67	8,703.00	10,096.67
Equity Securities	Xerox	2,000.000	04/01/11	11/05/13	20,489.84	21,879.80	-1,379.96
Equity Securities	Xerox	1,000.000	07/26/11	11/05/13	10,249.92	9,839.91	410.01
Equity Securities	Xerox	1,000.000	01/12/12	11/05/13	10,249.92	8,168.50	2,081.42
Equity Securities	Donnelly R.R.	1,000.000	08/31/11	11/12/13	15,999.72	14,920.00	1,079.72
Equity Securities	Donnelly R.R.	500.000	12/01/11	11/12/13	7,999.86	7,454.50	545.36
Equity Securities	Walgreen	500.000	02/01/12	11/14/13	27,499.52	16,752.75	10,746.77
Equity Securities	Avery Dennison	400.000	03/25/10	11/18/13	17,899.69	14,141.76	3,857.93
Equity Securities	Avery Dennison	800.000	06/20/11	11/18/13	35,999.37	32,000.00	3,999.37
Equity Securities	Microsoft	1,000.000	05/29/08	11/18/13	33,999.40	28,499.00	5,500.40
Equity Securities	Nextera Energy	500.000	03/25/10	11/18/13	41,249.28	23,713.75	17,535.53
Equity Securities	Vodafone Group PLC	1,000.000	12/29/11	11/18/13	34,999.39	27,609.93	7,389.46
Equity Securities	Bristol Myers Squibb	300.000	03/26/09	12/23/13	15,749.72	6,366.00	9,383.72
Equity Securities	Intel	1,500.000	02/06/07	12/23/13	37,499.34	32,083.50	5,415.84
Equity Securities	Consolidated Edison	500.000	10/30/03	12/23/13	27,715.81	20,304.00	7,411.81
Equity Securities	Goldman Sachs Group	200.000	07/07/11	12/23/13	35,207.40	27,062.00	8,145.40
Equity Securities	Southern Company	200.000	03/08/10	12/23/13	8,214.10	6,471.70	1,742.40
Equity Securities	Southern Company	300.000	03/11/10	12/23/13	12,321.14	9,693.00	2,628.14
Equity Securities	Bank of America Corp	18,400	12/02/04	01/07/14	276.00	1,215.10	-939.10
Equity Securities	Bank of America Corp	429,600	07/09/07	01/07/14	6,443.88	42,500.00	-36,058.12
Equity Securities	Bank of America Corp	552,000	07/15/09	01/07/14	8,279.85	7,467.73	812.12
Equity Securities	American Express Company	400,000	08/13/12	01/07/14	32,999.42	22,695.60	10,303.82
Equity Securities	Abbott Laboratories	200,000	04/01/08	01/07/14	7,599.87	5,480.00	2,119.87
Equity Securities	Abbott Laboratories	200,000	12/30/10	01/07/14	7,599.87	4,756.85	2,843.02

Capital Gains
10/01/13 through 09/30/14

11/20/14	Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L.
	Equity Securities	Maxim Integrated	1,000,000	02/07/12	06/23/14	32,999.27	28,289.00	4,710.27
	Equity Securities	Sector SPDR	600,000	10/31/08	06/23/14	13,199.70	9,155.82	4,043.88
	Equity Securities	Spectra Energy	1,000,000	01/31/03	06/23/14	39,999.11	24,840.34	15,158.77
	Equity Securities	3 M	200,000	08/12/05	06/23/14	27,999.38	14,460.00	13,539.38
	Equity Securities	3 M	300,000	02/06/07	06/23/14	41,999.07	22,200.00	19,799.07
	Equity Securities	Goldcorp Inc	1,500,000	04/01/10	07/15/14	38,999.13	56,875.20	-17,876.07
	Equity Securities	Pentair LTD	1,000,000	03/28/13	07/15/14	71,951.62	52,524.07	19,427.55
	Equity Securities	Alcoa	1,000,000	04/01/10	07/15/14	13,999.69	14,699.98	-700.29
	Equity Securities	Alcoa	500,000	04/13/10	07/15/14	6,999.84	7,043.75	-43.91
	Equity Securities	CISCO SYSTEMS INC	1,300,000	04/01/11	07/21/14	32,499.28	22,332.70	10,166.58
	Equity Securities	Ford Motor Co	2,000,000	09/30/08	07/21/14	31,999.29	9,040.00	22,959.29
	Equity Securities	Intel	1,000,000	11/13/09	07/21/14	26,899.40	19,849.20	7,150.20
	Equity Securities	Nextera Energy	500,000	03/25/10	07/21/14	48,748.92	23,713.75	25,035.17
	Equity Securities	Pepsico	500,000	09/21/99	07/21/14	43,749.03	15,842.36	27,906.67
	Equity Securities	TEVA Pharm	300,000	08/12/09	07/21/14	15,749.65	15,536.64	213.01
	Equity Securities	United Health Group	500,000	11/03/10	07/21/14	39,999.11	18,338.75	21,660.36
	Equity Securities	Oracle	400,000	11/11/05	07/21/14	16,148.76	5,096.00	11,052.76
	Equity Securities	XPO Logistics Inc	1,000,000	05/28/13	08/18/14	29,999.33	16,809.06	13,190.27
	Equity Securities	Eagle Rock Energy Partners ...	5,000,000	12/01/11	08/18/14	21,167.89	48,485.32	-27,317.43
	Equity Securities	Intel	1,000,000	11/13/09	08/18/14	34,380.44	19,849.20	14,531.24
	Equity Securities	Intel	1,000,000	12/07/09	08/18/14	34,380.44	19,469.00	14,911.44
	Equity Securities	Allislate	156,000	09/21/99	08/27/14	9,359.79	4,620.83	4,738.96
	Equity Securities	Allislate	844,000	09/30/08	08/27/14	50,638.88	38,047.52	12,591.36
	Equity Securities	JDS Uniphase Corp	2,500,000	06/25/13	09/15/14	33,902.25	34,223.04	-320.79
	Equity Securities	XPO Logistics Inc	200,000	05/28/13	09/18/14	6,199.86	3,361.81	2,838.05
	Equity Securities	Abbvie	200,000	04/01/08	09/18/14	10,999.76	5,480.00	5,519.76
	Equity Securities	Abbvie	300,000	12/30/10	09/18/14	16,499.63	7,135.28	9,364.35
	Equity Securities	Bristol Myers Squibb	500,000	07/22/09	09/22/14	24,999.44	10,214.95	14,784.49
	Equity Securities	JDS Uniphase Corp	1,300,000	06/25/13	09/22/14	16,899.62	17,795.98	-896.36
	Equity Securities	Morgan Stanley	1,000,000	07/12/13	09/22/14	32,999.27	25,968.00	7,031.27
	Equity Securities	XPO Logistics Inc	300,000	05/28/13	09/22/14	9,299.78	5,042.72	4,257.07
	TOTAL LONG TERM					3,359,301.34	2,665,308.33	693,993.01
	OVERALL TOTAL					3,816,934.46	3,109,121.27	707,813.19

Part IV Line 1B

Part IV Line 1C Options	145,566.00
Part IV Line 2	853,379.00

Federal Statement
James O'Brien Foundation, Inc.
c/o McInnis Law Offices
04-3528495
Part XV, Line 3A
30-Sep-14
AWARDS

Award Recipient	Address	Foundat Status	Purpose of Grant	Amount
A Little Easier	North Andover, MA	Public	Cancer patient vests	1,000
Alzheimer's Association	Watertown, MA	Public	Research	1,000
Bellisini Académie	Lawrence, MA	Public	Capital/Fund	10,000
Bishop Fenwick	Peabody, MA	Public	Education	750
Bishop Guertton	Nashua, NH	Public	Education	5,000
Boston College	Newton, MA	Public	Education	25,000
Boys and Girls Club of Lynn	Lynn, MA	Public	Community	6,500
Central Catholic High School	Lawrence, MA	Public	Scholarships	20,000
Community Brotherhood and Aux	Lynn, MA	Public	Scholarships	1,000
Copperleaf Foundation	Bonita Springs, FL	Public	Scholarships	50
Crowe Family Foundation	Boston, MA	Public	Children's hospital	5,000
Dana Farber	Boston, MA	Public	Cancer treatment	2,000
Debbie Parker:Camp Nokomis	Bear Island, NH	Public	Scholarships	1,000
Derryfield School	Manchester, NH	Public	Scholarships	10,000
Discalced Carmelite Monastery	Barrington, RI	Public	Aid Needy	8,500
Family Service of the Merr. Valley	Lawrence, MA	Public	Mentoring	5,000
Father Bill's Place	Quincy, MA	Public	Homeless shelter	500
Friends of Medford Public Library	Medford, MA	Public	Community	200
Girls, Inc of Lynn	Lynn, MA	Public	Community	30,000
Greater Lynn Babe Ruth	Lynn, MA	Public	Community	500
Harry Chapin Food Bank	Ft. Myers, FL	Public	Aid the needy	100
Henry Schueleir Foundation	Chicago, IL	Public	Pediatric Cancer treatment	1,500
Komen Fdn SW Florida	Bonita Springs, FL	Public	Cancer treatment	100
Leukemia and Lymphoma	Natick, MA	Public	Medical Research	500
LEHS ROTC	Lynn, MA	Public	Education	1,500
Lynn English High School	Lynn, MA	Public	Summer programs	9,000
Lynn English High School	Lynn, MA	Public	Student agendas	6,516
Lynn English High School	Lynn, MA	Public	Scholarships	63,000
Mass Coalition for the Homeless	Boston, MA	Public	Aid homeless	10,000
Merrimack College	North Andover, MA	Public	Scholarships	362,652
Missionary Sisters of Sacred Heart	Reading, PA	Public	Aid underprivileged	1,000
Notre Dame High School	Lawrence, MA	Public	Education	10,000
Pike School	Andover, MA	Public	Scholarships	2,500
Pan Mass Challenge	Boston, MA	Public	Cancer research	1,000
Patrick Reddy Fund	Lynn, MA	Public	Scholarships	250

James O'Brien Foundation-continued**Form 990PF 9-30-14****Awards**

Award Recipient	Address	Foundation Status	Purpose of Grant	Amount
St. Mary's High	Lynn, MA	Public	Education	2,800
St. Mary's Jr/Sr. High School	Lynn, MA	Public	Scholarships	77,000
St. Mary's Blue Line Club	Lynn, MA	Public	Education	200
St. Vincent De Paul	Orleans, MA	Public	Aid Indigent	1,200
St. Joan of Arc	Orleans, MA	Public	Aid Indigent	200
St. Joseph School	Medford, MA	Public	Education	250
Suffolk University Law School	Boston, MA	Public	Scholarships	10,000
Thomas E Smith Foundation	Andover, MA	Public	Cure for paralysis	2,500
Villanova	Villanova, PA	Public	Education	10,000
Youth Neighbors in Action	Lynn, MA	Public	Aid homeless	1,500
TOTAL AWARDS				708,268

Cash to Accrual Adjustment 7,500**Total Awards - Part XV Line 3A** **715,768**