



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service▶ 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.

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation Alice M. O'Brien Foundation		A Employer identification number 41-6018991
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
1914 Nature View Lane		
City or town, state or province, country, and ZIP or foreign postal code West St Paul MN 55118		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,124,116	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input 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	59,685	59,685	59,685	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	40,448			
	b Gross sales price for all assets on line 6a 801,478				
	7 Capital gain net income (from Part IV, line 2)		45,856		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
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	100,133	104,841	59,685		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Sch 1	3,310		3,310	
	c Other professional fees (attach schedule) Sch 1	13,291	13,291		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Sch 1	4,414	654		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Sch 1	427		427	
	24 Total operating and administrative expenses. Add lines 13 through 23	21,442	13,945	3,737	0
	25 Contributions, gifts, grants paid	164,000			164,000
26 Total expenses and disbursements. Add lines 24 and 25	185,442	13,945	3,737	164,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(85,309)				
b Net investment income (if negative, enter -0-)		90,896			
c Adjusted net income (if negative, enter -0-)			55,948		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

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	5,512	172,950	172,950
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule) Sch 2	131,298	186,507	182,496
	b	Investments—corporate stock (attach schedule) Sch 3	2,313,895	1,816,835	2,352,606
	c	Investments—corporate bonds (attach schedule) Sch 2	249,313	438,417	416,064
	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,700,018	2,614,709	3,124,116
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,700,018	2,614,709	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,700,018	2,614,709	
	31	Total liabilities and net assets/fund balances (see instructions)	2,700,018	2,614,709	

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	2,700,018
2	Enter amount from Part I, line 27a	2	(85,309)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,614,709
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	2,614,709

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	- See Schedule 4 -			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 801,478		761,030	40,448
b			
c			
d			
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	45,156
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	(4,708)

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.

(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))
2015	161,000	3,154,302	0.0510
2014	156,500	3,215,999	0.0487
2013	149,500	3,040,172	0.0492
2012	149,000	2,817,391	0.0529
2011	149,500	2,806,071	0.0533

2 Total of line 1, column (d)	2	0.2551
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	0.0510
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,067,407
5 Multiply line 4 by line 3	5	156,438
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	909
7 Add lines 5 and 6	7	157,347
8 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.	8	164,000

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	909	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	909	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	909	
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,814	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	3,814	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,905	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 910 Refunded	11	1,995	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d 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>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>N/A</u>		
2 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
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 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
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?	X	
7 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Minnesota</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 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)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► aobfoundation.org	X	
14 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		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ► and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	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 2016?	1c	X
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2016?	4b	X

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

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

5b	N/A
6b	X
7b	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 6 -				

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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

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

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

Expenses

1	None	
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	None	
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	3,024,888
b	Average of monthly cash balances	1b	89,231
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,114,119
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,114,119
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,712
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,067,407
6	Minimum investment return. Enter 5% of line 5	6	153,370

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	153,370
2a	Tax on investment income for 2016 from Part VI, line 5	2a	909
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	909
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	152,461
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	152,461
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	152,461

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	164,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	164,000
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	909
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	163,091

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				152,461
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0	
b Total for prior years. 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011	11,995			
b From 2012	12,183			
c From 2013	902			
d From 2014	0			
e From 2015	7,071			
f Total of lines 3a through e	32,151			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 164,000				
a Applied to 2015, 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)				
d Applied to 2016 distributable amount				152,461
e Remaining amount distributed out of corpus	11,539			
5 Excess distributions carryover applied to 2016 (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	43,690			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	11,995			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	31,695			
10 Analysis of line 9.				
a Excess from 2012	12,183			
b Excess from 2013	902			
c Excess from 2014	0			
d Excess from 2015	7,071			
e Excess from 2016	11,539			

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 2016, 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(i)(3) or ☐ 4942(i)(5)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a 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 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year <p style="text-align: center;">- See Schedule 5 -</p>				164,000
Total			▶ 3a	164,000
b Approved for future payment <p style="text-align: center;">N/A</p>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

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)					

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

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

[illegible]

N/A

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

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

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

Print/Type preparer's name John S McCarthy	Preparer's signature <i>John S McCarthy, CPA</i>	Date 7/11/17	Check <input checked="" type="checkbox"/> 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, 2016

FORM 990-PF

Part 1 Line 16(b) Accounting Fees:

Services provided by John S. McCarthy, C.P.A. for preparation of 2015 Form 990-PF	\$	<u>3,310</u>
--------------------------------------------------------------------------------------	----	--------------

Part 1 Line 16(c) Other Professional Fees:

Services provided by Atlantic Trust Private Wealth Management as investment advisor	\$	<u>13,291</u>
----------------------------------------------------------------------------------------	----	---------------

Part 1 Line 18 Taxes:

Foreign taxes paid	\$	654
Federal 990-PF estimates paid for 2016		<u>3,760</u>
Total	\$	<u>4,414</u>

Part 1 Line 23 Other Expenses:

Office expenses	\$	172
Meeting & website expense		230
State registration fee		<u>25</u>
Total	\$	<u>427</u>

Schedule 1

ALICE M. O'BRIEN FOUNDATION 41-6018991

**BOND HOLDINGS
Form 990-PF
December 31, 2016**

Part II Lines 10a & 10c

<u>BOND HOLDINGS & US TREASURY NOTES</u>	<u>PAR VALUE</u>	<u>COST</u>	<u>MARKET VALUE</u>
Bank Amer Corp 2.6% 1/15/19	25M	\$25,486	\$25,211
Berkshire Hathaway 2.75% 3/15/23	25M	25,876	24,907
Cisco Systems 3.625% 3/4/24	25M	25,982	26,115
Citigroup Inc 4.45% 1/10/17	25M	27,006	25,011
General Elect Co 5.25% 12/6/17	25M	29,635	25,898
Goldman Sachs 5.25% 7/27/21	25M	28,486	27,376
Intel Corp 3.7% 7/29/25	25M	27,793	26,179
J P Morgan Chase 6.00% 1/15/18	25M	30,310	26,079
Merck & Co Inc 3.875% 1/15/21	25M	27,473	26,502
Microsoft Corp 3.125% 11/3/25	25M	26,452	25,221
Oracle Corp 3.625% 7/15/23	25M	27,652	26,056
Pepsico Inc 4.5% 1/15/20	25M	28,456	26,839
Pfizer Inc 3.4% 5/15/24	25M	26,272	25,806
Shell Int'l 4.3% 9/22/19	25M	27,883	26,523
Wal-Mart Stores 4.25% 4/15/21	25M	27,636	27,002
Wells Fargo Bank 3% 1/22/21	25M	<u>26,019</u>	<u>25,339</u>
 TOTAL CORPORATE BOND HOLDINGS (10c)		<u>\$438,417</u>	<u>\$416,064</u>
 Federal Home Loan Bank 4.875% 5/17/17	25M	<u>27,862</u>	<u>25,395</u>
 TOTAL U S GOVT BONDS		27,862	25,395
U S Treasury Note 2.25% 11/30/17	25M	26,197	25,301
U S Treas Infl Idx 1.375% 7/15/18	25M	25,935	29,073
U S Treasury Note 2.375% 12/31/20	25M	25,904	25,594
U S Treasury Note 3.125% 5/15/21	25M	27,275	26,324
U S Treasury Note 2.00% 2/15/22	25M	26,208	25,016
U S Treasury Note 2.75% 11/15/23	25M	<u>27,126</u>	<u>25,793</u>
 TOTAL U S TREASURY NOTES		<u>158,645</u>	<u>157,101</u>
 TOTAL U S GOVT OBLIGATIONS (10a)		<u>\$186,507</u>	<u>\$182,496</u>

ALICE M. O'BRIEN FOUNDATION 41-6018991
STOCK HOLDINGS
Form 990-PF
December 31, 2016

Part II Line 10b

<u>CORPORATIONS</u>	<u>NO. OF SHARES</u>		<u>COST</u>	<u>MARKET VALUE</u>
Aetna Inc	260	\$	7,554	\$ 32,243
Allergan PLC	147		40,259	30,871
Alliance Data Systems	71		3,966	16,224
Alphabet Inc Cl A	25		6,761	19,811
Alphabet Inc Cl C	63		27,134	48,625
Amazon Com Inc	80		27,735	59,990
American Express Co	360		26,757	26,669
Anadarko Petroleum Corp	460		29,228	32,076
Apple Inc	269		12,351	31,156
Auto Data Processing	495		23,778	50,876
Blackrock Inc	69		16,754	26,257
Boeing Co	130		9,762	20,238
Capital One Financial	249		12,790	21,723
Cigna Corp	125		17,544	16,674
Cisco Systems Inc	840		13,293	25,385
Citigroup Inc New	314		13,678	18,661
Colgate-Palmolive Co	352		22,936	23,035
Comcast Corp	605		20,532	41,775
CVS Health Corp	252		8,058	19,885
Danaher Corp Del	300		8,045	23,352
Dell Technologies	114		24,936	6,267
Dollar General Corp	265		11,392	19,629
EOG Resources Inc	160		13,440	16,176
Express Scripts Holding Co	366		15,352	25,177
Fidelity Natl Info Svcs	292		7,078	22,087
Fiserv Inc	245		5,970	26,039
Fortive Corp.	150		2,502	8,045
General Electric Co	1,225		42,215	38,710
Home Depot Inc	216		16,578	28,961
J P Morgan Chase & Co	440		17,246	37,968
Johnson & Johnson	280		20,982	32,259
Kinder Morgan Inc	1,128		23,590	23,361
Macys Inc	380		22,415	13,608
McKesson Corp.	95		17,954	13,343
Medtronic Inc	405		31,165	28,848
Merck & Co Inc	309		8,616	18,191

Microsoft Corp	850	25,870	52,819
Nextera Energy Inc	165	17,647	19,711
Omnicom Group Inc	210	14,653	17,873
Oracle Corp	750	16,214	28,838
Pepsico Inc	265	20,635	27,727
Pioneer Natural Res	43	7,434	7,743
Praxair Inc	155	12,137	18,164
Prudential Financial Inc	269	23,107	27,992
Qualcomm Inc	393	25,739	25,624
Stryker Corp	205	10,041	24,561
Thermo Fisher Scientific	140	18,810	19,754
T J X Companies Inc	181	3,928	13,599
U S Bancorp	520	17,462	26,712
Union Pacific Corp	230	15,865	23,846
United Technologies Corp	230	14,326	25,213
United Health Group Inc	270	6,637	43,211
V F Corporation	280	5,009	14,938
VISA Inc Cl A	447	23,301	34,875
Walgreens Boots Alli	260	21,772	21,518
Wells Fargo & Co	685	<u>22,693</u>	<u>37,750</u>
Total Corporations		<u>953,626</u>	<u>1,456,663</u>

MUTUAL FUNDS

Harbor International	2,823.255	186,787	164,906
IVA Intl Fund	7,153.364	114,729	112,880
Matthews Pacific Tiger	4,365.840	83,397	99,978
Neuberger Berman Equity	1,884.476	19,465	23,405
Touchstone Small Cap	15,941.530	282,606	278,339
Virtus Emrg Mkts Oppty	5,238.051	<u>52,388</u>	<u>47,405</u>
Total Mutual Funds		<u>739,372</u>	<u>726,913</u>

OTHER ASSETS

American Tower Corp REIT	243	27,171	25,680
Barclays Select MLP	2,000	44,813	47,100
Simon Ppty Group REIT	82	12,137	14,569
Spdr Dow Jones REIT	875	<u>39,716</u>	<u>81,681</u>
Total Other Assets		<u>123,837</u>	<u>169,030</u>

GRAND TOTAL	\$	<u>1,816,835</u>	\$	<u>2,352,606</u>
-------------	----	------------------	----	------------------

Alice M. O'Brien Foundation 41-6018991
Form 990-PF Part IV
Capital Gains and Losses for Tax on Investment Income
December 31, 2016

KIND	DESCRIPTION	ACQ	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
a		b	c	d	e	g	h
Mut Fd	Harbor International Fund	P	Various	07/01/16	175,000	204,209	(29,209)
Mut Fd	Matthews Pacific Tiger	P	Various	10/28/16	95,000	98,012	(3,012)
Mut Fd	Touchstone Small Cap	P	Various	01/11/16	10,000	10,883	(883)
Mut Fd	Neuberger Berman Eqty	P	Various	01/11/16	20,000	18,648	1,352
Other	600 Barclays Select MLP	P	09/11/15	10/28/16	13,555	13,702	(147)
Other	Ishares MSCI Emrg Mkt Fund	P	09/24/09	01/11/16	52,868	68,373	(15,505)
Other	Simon Ppty Group REIT	P	07/02/13	05/05/16	7,260	5,291	1,969
Other	Spdr Dow Jones REIT	P	09/24/09	01/11/16	20,138	10,212	9,926
Other	Spdr Dow Jones REIT	P	09/24/09	10/28/16	36,025	18,155	17,870
Other	Vanguard FTSE Emerging	P	11/12/14	10/14/16	52,279	58,539	(6,260)
Bond	FNMA 1 375%	P	11/14/14	11/15/16	25,000	25,400	(400)
Bond	Goldman Sachs 3 625%	P	01/17/13	02/07/16	25,000	26,919	(1,919)
Stock	21 Amazon Com Inc	P	10/07/14	01/12/16	12,966	6,741	6,225
Stock	141 sh Apple Inc	P	05/24/11	11/18/16	15,498	6,639	8,859
Stock	55 sh Boeing Co	P	01/17/13	05/05/16	7,267	4,135	3,132
Stock	156 Capital One Finl	P	01/23/15	11/10/16	11,170	10,682	488
Stock	255 Citrix Systems Inc	P	10/24/13	07/01/16	20,463	15,411	5,052
Stock	0 8038 Dell Technologies	P	06/07/12	09/08/16	40	189	(149)
Stock	100 Dollar General Corp	P	06/04/13	05/05/16	8,304	4,728	3,576
Stock	1,030 EMC Corp Mass	P	06/07/12	09/07/16	24,772	0	24,772
Stock	160 EQT Corp.	P	09/24/09	03/07/16	9,210	6,206	3,004
Stock	84 Home Depot Inc	P	11/13/13	11/14/16	10,680	6,486	4,194
Stock	45 Macy's Inc	P	02/26/15	08/22/16	1,771	2,860	(1,089)
Stock	155 Macy's Inc	P	11/11/15	08/22/16	6,101	6,265	(164)
Stock	184 Medtronic	P	01/27/15	05/05/16	14,326	14,159	167
Stock	140 Merck & Co Inc	P	05/11/10	05/05/16	7,527	4,765	2,762
Stock	70 Pepsico Inc	P	02/20/14	05/05/16	7,287	5,489	1,798
Stock	65 Praxair Inc	P	09/24/09	05/05/16	7,399	5,430	1,969
Stock	156 Prudential Financial	P	06/20/14	12/12/16	13,060	14,197	(1,137)
Stock	80 Stryker Corp	P	08/03/11	05/05/16	8,763	4,152	4,611
Stock	119 TJX Companies Inc	P	06/03/14	11/14/16	8,811	6,456	2,355
Stock	580 Tyco Int'l PLC	P	04/02/15	02/10/16	19,965	23,626	(3,661)
Stock	205 U S Bancorp	P	08/26/14	05/05/16	8,532	8,717	(185)
Stock	615 Verizon Communications	P	09/05/14	09/28/16	31,880	29,963	1,917
Stock	605 Williams Companies	P	09/24/09	06/16/16	<u>13,561</u>	<u>15,391</u>	<u>(1,830)</u>
	Capital Gain Net Income (Loss)				801,478	761,030	40,448

* Short-term gain (loss)

Alice M. O'Brien Foundation
41-6018991
Contributions
Form 990-PF, Part XV, Line 3a
Year Ended December 31, 2016

Page 1 of 3

<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Achieve Minneapolis Minneapolis, MN	N/A	Public	Continuing Operations	\$ 500
American Red Cross St. Paul, MN	N/A	Public	Continuing Operations	500
Capitol Hill Elementary School St. Paul, MN	N/A	Public	Continuing Operations	500
Crossroads Scarborough, ME	N/A	Public	Continuing Operations	1,000
Dorothy Day Center Minneapolis, MN	N/A	Public	Continuing Operations	25,000
Goodwin Elementary School Storrs, CT	N/A	Public	Continuing Operations	1,500
Gould Academy Bethel, ME	N/A	Public	Scholarships	500
Graduate Center New York, NY	N/A	Public	Continuing Operations	500
Habitat for Humanity Minneapolis, MN	N/A	Public	Continuing Operations	500
Hazelden Betty Ford Fdn St. Paul, MN	N/A	Public	Summer Institute	12,500
High Mountain Institute Leadville, CO	N/A	Public	Continuing Operations	1,000
Holland Hall School Tulsa, OK	N/A	Public	Continuing Operations	2,000
Kellogg School of Mgmt Evanston, IL	N/A	Public	Continuing Operations	500
Lewis & Clark College Portland, OR	N/A	Public	Overseas Study Scholars	12,500
Little Sisters of the Poor St Paul, MN	N/A	Public	Continuing Operations	5,000
MN Network of Hospice Care North St Paul, MN	N/A	Public	Continuing Operations	500

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
Mounds Park Academy Maplewood, MN	N/A	Public	Continuing Operations	1,000
National Org Fetal Alcohol Syndrome Washington, D.C.	N/A	Public	Continuing Operations	1,000
Northside Achievement Zone Minneapolis, MN	N/A	Public	Continuing Operations	500
New Vision Foundation Woodbury, MN	N/A	Public	Continuing Operations	500
Partnership Plan Stillwater, MN	N/A	Public	Marine Elementary School	2,500
Piedmont Wind Symphony Winston-Salem, NC	N/A	Public	Continuing Operations	12,500
Prairies Association of Texas San Marcos, TX	N/A	Public	Continuing Operations	1,000
The Retrievers St. Paul, MN	N/A	Public	Continuing Operations	1,000
Ryan Pappas Foundation Monument, CO	N/A	Public	Continuing Operations	1,000
St Croix River Assn. St Croix Falls, WI	N/A	Public	Continuing Operations	500
St John the Evangelist St. Paul, MN	N/A	Public	Continuing Operations	1,000
St Paul Academy/Summit School St. Paul, MN	N/A	Public	Continuing Operations	4,500
St Paul Chamber Orchestra St. Paul, MN	N/A	Public	Continuing Operations	1,000
St Paul Urban Tennis St. Paul, MN	N/A	Public	Continuing Operations	500
Salvation Army St Paul, MN	N/A	Public	Continuing Operations	25,000
Schubert Club St. Paul, MN	N/A	Public	Project CHEER	2,500

Schulze Diabetes Institute Minneapolis, MN	N/A	Public	Continuing Operations	21,500
Second Harvest Heartland Maplewood, MN	N/A	Public	Continuing Operations	1,000
South High Foundation Minneapolis, MN	N/A	Public	Scholarship Fund	1,000
Sunny Hollow Montessori St. Paul, MN	N/A	Public	Continuing Operations	12,500
USC Troy Camp Los Angeles, CA	N/A	Public	Continuing Operations	500
Washington & Lee University Lexington, VA	N/A	Public	Continuing Operations	1,000
Wayzata-Plymouth Meals on Wheels Plymouth, MN	N/A	Public	Continuing Operations	1,000
Whitman College Walla Walla, WA	N/A	Public	Chemistry Dept.	500
Yadkin Riverkeeper Inc. Winston-Salem, NC	N/A	Public	Continuing Operations	1,000
TOTAL				\$ <u>164,000</u>

Alice M. O'Brien Foundation
41-6018991
Information About Officers, Directors, Trustees
Form 990-PF, Part VIII
Year Ended December 31, 2016

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	Marine on St Croix, MN	Director

Schedule 6