

Form **990-PF**

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

OMB No 1545-0052

2018

Department of the Treasury
Internal Revenue Service

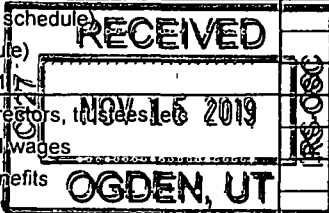
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Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

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) 1914 Nature View Lane	Room/suite	B Telephone number (see instructions) 612-910-1926
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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation 04 <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input 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) ▶ \$ 3,118,519	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 checked="" type="checkbox"/> if the foundation is not required to attach Sch D				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	86,611	86,611	86,611	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	66,553			
	b Gross sales price for all assets on line 6a 1,020,979				
	7 Capital gain net income (from Part IV, line 2)		66,553		
	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)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		153,164	153,164	86,611	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	3,710		3,710	
	c Other professional fees (attach schedule) Stmt 2	14,281	14,281		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	2,620	2,620		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 4	241		241	
	24 Total operating and administrative expenses. Add lines 13 through 23	20,852	16,901	3,951	
25 Contributions, gifts, grants paid	169,000			169,000	
26 Total expenses and disbursements. Add lines 24 and 25	189,852	16,901	3,951	169,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-36,688				
b Net investment income (if negative, enter -0-)		136,263			
c Adjusted net income (if negative, enter -0-)			82,660		



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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			76,769	156,349	156,347
	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 (att schedule) ▶					
		Less allowance for doubtful accounts ▶	0				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U S and state government obligations (attach schedule) Stmt 5			183,731	156,701	149,664
	b	Investments – corporate stock (attach schedule) See Stmt 6			2,032,321	2,217,803	2,712,727
	c	Investments – corporate bonds (attach schedule) See Stmt 7			381,776	107,056	99,781
	11	Investments land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch.) ▶						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)						
14	Land, building, and equipment basis ▶						
	Less accumulated depreciation (attach sch.) ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			2,674,597	2,637,909	3,118,519	
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 and complete lines 24 through 26, and lines 30 and 31. ▶ <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			2,674,597	2,674,597	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds				-36,688		
30	Total net assets or fund balances(see instructions)			2,674,597	2,637,909		
31	Total liabilities and net assets/fund balances(see instructions)			2,674,597	2,637,909		

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	2,674,597
2	Enter amount from Part I, line 27a	2	-36,688
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,637,909
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	2,637,909

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	P		
b See Schedule	P		
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 955,088		886,011	69,077
b 65,891		68,415	-2,524
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- for Losses (from col (h))
a			69,077
b			-2,524
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	66,553
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	-2,524

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 doesn't 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 (col (b) divided by col (c))
2017	170,137	3,221,147	0.052819
2016	163,091	3,067,407	0.053169
2015	161,000	3,154,302	0.051041
2014	156,500	3,215,999	0.048663
2013	149,500	3,040,172	0.049175

2 Total of line 1, column (d)	2	0.254867
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.050973
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	3,218,390
5 Multiply line 4 by line 3	5	164,051
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,363
7 Add lines 5 and 6	7	165,414
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	169,000

3

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	1,363
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	0
3	Add lines 1 and 2	3	1,363
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	1,363
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	
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	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	58
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,421
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 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

N/A

2

4

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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► aobfoundation.org	<input checked="" type="checkbox"/>	
14	The books are in care of ► Alice O'Brien Berquist 1914 Nature View Lane Located at ► West St Paul MN ZIP+4 ► 55118 Telephone no ► 612-910-1926		
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		<input type="checkbox"/>
16	At any time during calendar year 2018, 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 ►		<input checked="" type="checkbox"/>

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 Organizations relying on a current notice regarding disaster assistance, check here		
			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 2018?		
			N/A
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? 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)		
			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		
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 2018 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 2018)		
			N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<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 2018?		<input checked="" type="checkbox"/>

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 propoganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(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 4945(d)(4)(A)? See instructions
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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
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?
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
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?
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

Table with 5 columns: (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. Row 1: See Statement 8.

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

Table with 5 columns: (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. Row 1: NONE.

Total number of other employees paid over \$50,000 0



Part VII 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 N/A	
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 N/A		
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,150,843
b	Average of monthly cash balances	1b	116,558
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	3,267,401
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	3,267,401
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	49,011
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,218,390
6	Minimum investment return. Enter 5% of line 5	6	160,920

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	160,920
2a	Tax on investment income for 2018 from Part VI, line 5	2a	1,363
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,363
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	159,557
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	159,557
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	159,557

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	169,000
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	169,000
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	1,363
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	167,637

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 2017	(c) 2017	(d) 2018
1	Distributable amount for 2018 from Part XI, line 7				159,557
2	Undistributed income, if any, as of the end of 2018.				
a	Enter amount for 2017 only				
b	Total for prior years: 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2018:				
a	From 2013	902			
b	From 2014				
c	From 2015	7,071			
d	From 2016	11,539			
e	From 2017	13,806			
f	Total of lines 3a through e	33,318			
4	Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>169,000</u>				
a	Applied to 2017, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2018 distributable amount				159,557
e	Remaining amount distributed out of corpus	9,443			
5	Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	42,761			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount – see instructions				
e	Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount – see instructions				
f	Undistributed income for 2018 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions)	902			
9	Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	41,859			
10	Analysis of line 9.				
a	Excess from 2014				
b	Excess from 2015	7,071			
c	Excess from 2016	11,539			
d	Excess from 2017	13,806			
e	Excess from 2018	9,443			

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 2018, enter the date of the ruling ▶

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

2a 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			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)
N/A

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.
N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed
N/A

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

c Any submission deadlines:
N/A

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ABC Recovery Center 44374 Palm St Indio CA 92201	N/A	Public Continuing	Operations	1,000
American Red Cross P O Box 37839 Boone IA 50037-0839	N/A	Public Continuing	Operations	500
American Red Cross Disaster Relief 1730 E St NW Washington DC 20006	N/A	Public Continuing	Operations	500
Bard College 30 Campus Rd Annandale NY 12504	N/A	Public Continuing	Operations	500
Captains for Clean Water P O Box 1653 Ft Myers FL 33902	N/A	Public Continuing	Operations	1,000
Cathedral Heritage Foundation 380 Jackson St St Paul MN 55101	N/A	Public Continuing	Operations	2,000
Catholic Charities 1200 2nd Ave S Minneapolis MN 55403	N/A	Public Continuing	Operations	25,000
Chewonki Semester School 485 Chewonki Neck Rd Wiscasset ME 04578	N/A	Public Continuing	Operations	500
Emma's Torch 345 Smith St Brooklyn NY 11231	N/A	Public Continuing	Operations	500
Friends School of MN 1365 Englewood Ave St Paul MN 55104	N/A	Public Continuing	Operations	500
Total			▶ 3a	169,000
b Approved for future payment N/A				
Total			▶ 3b	

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				
Gabriel's Angels 727 E Bethany Home Rd Phoenix AZ 85014	N/A	Public Continuing	Operations	13,500
Gould Academy 39 Church St Bethel ME 04217	N/A	Public Continuing	Operations	1,000
Habitat for Humanity 1954 University Ave W St Paul MN 55104	N/A	Public Continuing	Operations	500
High Mountain Institute 531 County Rd 5A Leadville CO 80461	N/A	Public Continuing	Operations	500
Holland Hall School 5666 E 81st St Tulsa OK 74137	N/A	Public Continuing	Operations	2,000
Lewis and Clark College 0615 SW Palatine Hill Rd Portland OR 97219	N/A	Public	Jennifer O'Brien Overseas Study Scho	1,000
Listening House of St Paul 464 Maria Ave St Paul MN 55106	N/A	Public Continuing	Operations	12,500
Little Sisters of the Poor 330 Exchange St S St Paul MN 55102	N/A	Public Continuing	Operations	5,000
Macalester College 1600 Grand Ave St Paul MN 55105	N/A	Public Continuing	Operations	500
Mansfield Middle School 205 Spring Hill Rd Storrs CT 06268	N/A	Public Continuing	Operations	1,500
Total				▶ 3a
b Approved for future payment				
N/A				
Total				▶ 3b

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				
Marine Area Community School 14189 Ostlund Trail N Marine on St Croix MN 550	N/A	Public Continuing Operations	Operations	1,000
Minneapolis Institute of Arts 2400 3rd Ave S Minneapolis MN 55404	N/A	Public Continuing Operations	Operations	2,500
Minnesota Waldorf School 70 County Rd B E St Paul MN 55117	N/A	Public Continuing Operations	Operations	1,000
MN Medical Foundation 200 Oak St SE, Ste 500 Minneapolis MN 55455	N/A	Public Continuing Operations	Operations	21,500
MN Network of Hospice Care 2365 McKnight Road N, Ste North St Paul MN 55109	N/A	Public Continuing Operations	Operations	500
Mounds Park Academy 2051 Larpenteur Ave E St Paul MN 55109	N/A	Public Continuing Operations	Operations	500
National Org Fetal Alcohol Syndrome 1200 Eton Ct NW Washington DC 20007	N/A	Public Continuing Operations	Operations	1,000
Northside Achievement Zone 2123 W Broadway Ave. Ste Minneapolis MN 55411	N/A	Public Continuing Operations	Operations	500
River Grove Elementary School 14189 Ostlund Trail N Marine on St Croix MN 550	N/A	Public Continuing Operations	Operations	2,500
Ryan Pappas Foundation P O Box 2681 Monument CO 80132	N/A	Public Continuing Operations	Operations	2,000
Total			▶ 3a	
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> Salvation Army, Northern Division 2445 Prior Ave N Roseville MN 55113	N/A	Public	Continuing Operations	25,500
Schubert Club 75 W 5th St, Ste 302 St Paul MN 55102	N/A	Public	Project CHEER	2,500
Scottish Terrier Rescue of the SE 5760 Hwy 357 Compobello SC 29322	N/A	Public	Continuing Operations	1,000
Second Harvest Heartland 1140 Gervais Ave Maplewood MN 55109	N/A	Public	Continuing Operations	500
South High Foundation 3131 19th Ave S Minneapolis MN 55407	N/A	Public	Scholarship Fund	14,000
St Croix River Assn 230 S Washington St Ste 1 St Croix Falls WI 54024	N/A	Public	Continuing Operations	500
St John the Evangelist 60 N Kent St St Paul MN 55102	N/A	Public	Refugee Ministry	1,000
St Paul Academy/Summit School 1150 Goodrich Ave St Paul MN 55105	N/A	Public	Continuing Operations	2,000
St Paul Chamber Orchestra 408 St Peter St St Paul MN 55102	N/A	Public	Continuing Operations	1,000
St Paul Urban Tennis 1675 5th St E St Paul MN 55106	N/A	Public	Continuing Operations	500
Total			▶ 3a	
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> Standing Cedars Land Conservancy 728 Prospect Ave Osceola WI 54020	N/A	Public	Land Protection Opportunity Fund	1,000
Sunny Hollow Montessori 636 Mississippi River Blvd St Paul MN 55116	N/A	Public	Continuing Operations	1,000
The Vernon Chorale, Inc P O Box 664 Vernon CT 06066	N/A	Public	Continuing Operations	1,000
Twin Cities Opera Guild 1043 Grand Ave St Paul MN 55105	N/A	Public	Continuing Operations	500
Unity Church-Unitarian 733 Portland Ave St Paul MN 55104	N/A	Public	Continuing Operations	500
USC Troy Camp 3607 Trousdale Pkwy Los Angeles CA 90007	N/A	Public	Continuing Operations	500
Wayzata Community Sailing Center 456 Arlington Cir Wayzata MN 55391	N/A	Public	Continuing Operations	12,500
Whitman College 345 Boyer Ave Walla Walla WA 99362	N/A	Public	Chemistry Dept	500
Total			▶ 3a	
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

May the IRS discuss this return with the preparer shown below? See instructions Yes No

Sign Here

Alice O'Brien Bergquist 11/7/19 **President**

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name John S McCarthy	Preparer's signature <i>John S. McCarthy, CPA</i>	Date 11/4/19	Check <input type="checkbox"/> if self-employed
Firm's name ▶ Freimuth & Co., LLC	PTIN *****	Firm's EIN ▶ 41-1987179	
Firm's address ▶ 3262 Rice St St. Paul, MN 55126	Phone no 651-483-1977		

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 3,710	\$	\$ 3,710	\$
Total	<u>\$ 3,710</u>	<u>\$ 0</u>	<u>\$ 3,710</u>	<u>\$ 0</u>

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 14,281	\$ 14,281	\$	\$
Total	<u>\$ 14,281</u>	<u>\$ 14,281</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Income Tax Pd-2017 Form	\$ 1,453	\$ 1,453	\$	\$
Foreign Taxes Paid	1,167	1,167		
Total	<u>\$ 2,620</u>	<u>\$ 2,620</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Office	60		60	
Meeting and website	156		156	
State Registration Fee	25		25	
Total	<u>\$ 241</u>	<u>\$ 0</u>	<u>\$ 241</u>	<u>\$ 0</u>

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 183,731	\$ 156,701	Cost	\$ 149,664
Total	\$ 183,731	\$ 156,701		\$ 149,664

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 2,032,321	\$ 2,217,803	Market	\$ 2,712,727
Total	\$ 2,032,321	\$ 2,217,803		\$ 2,712,727

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 381,776	\$ 107,056	Cost	\$ 99,781
Total	\$ 381,776	\$ 107,056		\$ 99,781

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Alice O'Brien Berquist 1914 Nature View Lane West St Paul MN 55118	President	0.00	0	0	0
Alvina O'Brien 675 Goodrich Ave St Paul MN 55105	Secretary	0.00	0	0	0
Robin W Brooksbank P O Box 80 Marine on St Croix MN 55047	Director	0.00	0	0	0

Federal Statements

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Terence O'Brien Jr 842 Raymond Ave #200 St Paul MN 55114	Director	0.00	0	0	0
Thomond R O'Brien Jr PO Box 181 Marine on St Croix MN 55047	Director	0.00	0	0	0