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

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

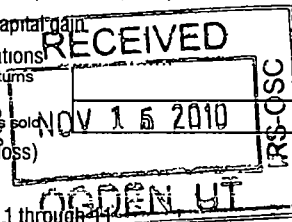
For calendar year **2009**, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE O'NEILL BROTHERS FOUNDATION		A Employer identification number 34-6545084
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 30000 AURORA ROAD SUITE 250		B Telephone number (440)248-2027
	City or town, state, and ZIP code OLON, OH 44139		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"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,187,893.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

	Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	154,153.	154,153.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	215,212.			
	b Gross sales price for all assets on line 6a 628,035.				
	7 Capital gain net income (from Part IV, line 2)		215,212.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,989.	1,989.		STATEMENT 2	
12 Total. Add lines 1 through 11	371,354.	371,354.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	36,000.	27,000.		9,000.
	c Other professional fees STMT 4	3,251.	0.		3,251.
	17 Interest				
	18 Taxes STMT 5	9,074.	1,574.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	56,838.	29,750.		27,088.
	24 Total operating and administrative expenses. Add lines 13 through 23	105,163.	58,324.		39,339.
	25 Contributions, gifts, grants paid	199,813.			199,813.
26 Total expenses and disbursements. Add lines 24 and 25	304,976.	58,324.		239,152.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	66,378.				
b Net investment income (if negative, enter -0-)		313,030.			
c Adjusted net income (if negative enter -0-)			N/A		

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	187,346.	92,998.	92,998.
	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			
	7 Other notes and loans receivable ▶ 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			
	b Investments - corporate stock STMT 7	4,759,814.	4,663,463.	4,997,046.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
15 Other assets (describe ▶ HISTORICAL STUDY)	97,849.	97,849.	97,849.	
16 Total assets (to be completed by all filers)	5,045,009.	4,854,310.	5,187,893.	
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			
	22 Other liabilities (describe ▶ STATEMENT 8)	8,825.	12,269.	
23 Total liabilities (add lines 17 through 22)	8,825.	12,269.		
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	5,036,184.	4,842,041.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	5,036,184.	4,842,041.		
31 Total liabilities and net assets/fund balances	5,045,009.	4,854,310.		

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	5,036,184.
2 Enter amount from Part I, line 27a	2	66,378.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,102,562.
5 Decreases not included in line 2 (itemize) ▶ STOCK SOLD ADJUSTED TO DONOR'S COST	5	260,521.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,842,041.

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 ATTACHED		D		
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 628,035.		412,823.	215,212.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			215,212.	
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	215,212.
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). If (loss), enter -0- in Part I, line 8			3	N/A

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 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))
2008	305,740.	5,965,391.	.051252
2007	335,988.	6,923,241.	.048530
2006	353,846.	6,297,178.	.056191
2005	492,096.	6,328,730.	.077756
2004	489,759.	6,346,039.	.077176
2 Total of line 1, column (d)			.310905
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			.062181
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4,526,482.	
5 Multiply line 4 by line 3			281,461.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,130.
7 Add lines 5 and 6			284,591.
8 Enter qualifying distributions from Part XII, line 4			239,152.

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)

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	6,261.
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	6,261.
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	6,261.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,180.	
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	7,180.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	919.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 919. Refunded <input type="checkbox"/>	11	0.	

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 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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?		
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) <input type="checkbox"/> _____ OH, MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
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 2009 or the taxable year beginning in 2009 (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

N/A

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>ROBERT K. HEALEY</u> Telephone no. ▶ <u>(440) 248-2027</u> Located at ▶ <u>30000 AURORA ROAD, SOLON, OHIO</u> ZIP+4 ▶ <u>44124</u>			
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 <u>N/A</u>			

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
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 2009 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 2009) <u>N/A</u>	3b	
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 2009?	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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

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? **N/A** **7b**

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

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

(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
ROBERT K. HEALEY 30000 AURORA ROAD SOLON, OH 44139	PRESIDENT/TRUSTEE 0.25	0.	0.	0.
F.J. O'NEILL, III 30000 AURORA ROAD SOLON, OH 44139	SECRETARY/TRUSTEE 0.25	0.	0.	0.
ROBERT K. HEALEY, JR. 30000 AURORA ROAD SOLON, OH 44139	VICE PRES, TREAS & TRUSTEE 0.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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**

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'. Total line shows 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	4,426,558.
b	Average of monthly cash balances	1b	168,855.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,595,413.
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	4,595,413.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,931.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,526,482.
6	Minimum investment return. Enter 5% of line 5	6	226,324.

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	226,324.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,261.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,261.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	220,063.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	220,063.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	220,063.

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	239,152.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	239,152.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	239,152.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				220,063.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	176,768.			
b From 2005	183,315.			
c From 2006	44,912.			
d From 2007	59.			
e From 2008	35,186.			
f Total of lines 3a through e	440,240.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 239,152.				
a Applied to 2008, 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 2009 distributable amount				220,063.
e Remaining amount distributed out of corpus	19,089.			
5 Excess distributions carryover applied to 2009 (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:	459,329.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	176,768.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	282,561.			
10 Analysis of line 9:				
a Excess from 2005	183,315.			
b Excess from 2006	44,912.			
c Excess from 2007	59.			
d Excess from 2008	35,186.			
e Excess from 2009	19,089.			

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 2009, 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)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					
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 the instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- NONE**
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- NONE**

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 9

- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year</p> <p>SEE SCHEDULE ATTACHED</p>	N/A	PUBLIC CHARITIES	GENERAL	199,813.
Total			▶ 3a	199,813.
<p>b Approved for future payment</p> <p>NONE</p>				
Total			▶ 3b	0.

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
	(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					
4 Dividends and interest from securities			14	154,153.	
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			14	1,989.	
8 Gain or (loss) from sales of assets other than inventory			18	215,212.	
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.		371,354.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	371,354.	

(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).
▼	N/A

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

Table with columns for question (1) and sub-questions (a-f), and columns for Yes/No. Includes rows for 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

Table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, and (d) Description of transfers, transactions, and sharing arrangements. Contains one entry with 'N/A' in column (c).

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

Table with columns (a) Name of organization, (b) Type of organization, and (c) Description of relationship. Contains one entry with 'N/A' in column (a).

Declaration section with signature of Robert K. Healey, date 11-10-10, title PRESIDENT, and preparer information for VANIK & BUTSCHER, LLP including address and EIN.

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

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

THE O'NEILL - BROTHERS FOUNDATION

Employer identification number

34-6545084

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization THE O'NEILL BROTHERS FOUNDATION	Employer identification number 34-6545084
---	--

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	F.J. O'NEILL CHARITABLE CORPORATION 30000 AURORA ROAD SOLON, OH 44139	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT** **1**

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
KEY CORP	992.	0.	992.
MONEY MARKET	348.	0.	348.
NATIONAL CITY BANK	152,813.	0.	152,813.
TOTAL TO FM 990-PF, PART I, LN 4	154,153.	0.	154,153.

FORM 990-PF **OTHER INCOME** **STATEMENT** **2**

<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
	1,989.	1,989.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,989.	1,989.	

FORM 990-PF **ACCOUNTING FEES** **STATEMENT** **3**

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
ACCOUNTING FEES	36,000.	27,000.		9,000.
TO FORM 990-PF, PG 1, LN 16B	36,000.	27,000.		9,000.

FORM 990-PF **OTHER PROFESSIONAL FEES** **STATEMENT** **4**

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	3,251.	0.		3,251.
TO FORM 990-PF, PG 1, LN 16C	3,251.	0.		3,251.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	7,500.	0.		0.
FOREIGN TAX	1,574.	1,574.		0.
TO FORM 990-PF, PG 1, LN 18	9,074.	1,574.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MICHIGAN FILING FEE	20.	0.		20.
OHIO ATTORNEY GENERAL FILING FEE	200.	0.		200.
ML ANNUAL FEE	150.	150.		0.
C T CORP	348.	0.		348.
RENTS	12,000.	6,000.		6,000.
DUES	1,020.	0.		1,020.
SECRETARIAL SERVICES	26,000.	6,500.		19,500.
ADR FEE	22.	22.		0.
AGENCY FEES	17,078.	17,078.		0.
TO FORM 990-PF, PG 1, LN 23	56,838.	29,750.		27,088.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE SCHEDULE ATTACHED	4,470,791.	4,922,797.	
14254 SHS REPUBLIC GEOTHERMAL	1,425.	1,425.	
13200 SHS PVF CAPITAL CORP	137,657.	25,608.	
2000 SHS POLYONE INC	16,480.	19,940.	
400 SHS EXXON MOBIL	37,110.	27,276.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,663,463.	4,997,046.	

FORM 990-PF

OTHER LIABILITIES

STATEMENT 8

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

ACCRUED FEDERAL TAX
PRIOR YEAR INCOME

8,825.
0.

8,825.
3,444.

TOTAL TO FORM 990-PF, PART II, LINE 22

8,825.

12,269.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT K. HEALEY, O'NEILL BROTHERS FOUNDATION
, 30000 AURORA RD., SUITE 250, SOLON, OHIO 44139

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS MAY BE MADE ON THE ATTACHED FORM OR IN LETTER FORMAT PROVIDING ALL INFORMATION REQUESTED ON THE APPLICATION IS INCLUDED IN THE LETTER.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ALL GRANTS AND CONTRIBUTIONS ARE MADE FOR USE IN THE FURTHERANCE OF THE EXEMPT PURPOSE FOR WHICH EACH RECIPIENT IS ORGANIZED. ALL ARE GENERAL PURPOSE GRANTS WITHOUT ANY SPECIFIC DESCRIPTION AS TO USE.

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization THE O'NEILL BROTHERS FOUNDATION	Employer identification number 34-6545084
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions 30000 AURORA ROAD SUITE 250	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions OLON, OH 44139	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

ROBERT K. HEALEY

- The books are in the care of ▶ **30000 AURORA ROAD, SOLON, OHIO - 44124**
Telephone No. ▶ **(440) 248-2027** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year **2009** or
- ▶ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check the reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,261.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	7,180.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

**ACKNOWLEDGMENT
COPY**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization THE O'NEILL BROTHERS FOUNDATION	Employer identification number 34-6545084
	Number, street, and room or suite no. If a P.O. box, see instructions. 30000 AURORA ROAD SUITE 250	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions OLON, OH 44139	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ROBERT K. HEALEY

• The books are in the care of **30000 AURORA ROAD, SOLON, OHIO - 44124**
Telephone No. **(440) 248-2027** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning _____, and ending _____

6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension

NOT ALL OF THE FINANCIAL INFORMATION NECESSARY FOR PROPER COMPLETION OF FORM 990-PF HAS BEEN RECEIVED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	6,261.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	7,180.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete, and that I am authorized to prepare this form.

Signature *Robert K. Healey* Title **ATTORNEY**

Date *8/1/10*

**INTERNAL REVENUE SERVICE
W & I - FIELD ASSISTANCE
CLEVELAND, OH 44199**

AUG 1 3 2010

**PROOF OF DELIVERY ONLY
THIS IS NOT AN OFFICIAL RECEIPT
21313**

THE O'NEILL BROTHERS FOUNDATION

EIN: 34-6545084

2009 ASSETS

FORM 990-PF

	<u>Shares</u>	<u>Cost Basis</u>	<u>Current Value</u>
<u>PNC WEALTH MANAGEMENT</u>	<u>A/C 75-75-073-9573579</u>		
AT&T	3,000	76,170.00	84,090
Abbott Labs	2,300	80,927.88	124,177
American Express			
Apple Inc.	400	33,312.00	84,292
Automated Data Processing			
Broadcom	1,200	32,592.00	37,764
Chevron Corp	2,000	64,649.83	153,980
Cisco Systems	2,000	62,600.00	47,880
Ciugroup	3,333	114,821.40	11,032
Coca Cola	1,700	68,816.00	96,900
Econocophillips	2,400	97,996.00	122,568
Ebay Inc	1,700	35,873.23	40,001
Exxon Mobil	2,728	93,839.20	186,022
First Energy Corp	1,100	52,239.00	51,095
General Electric	9,000	250,122.58	136,170
Home Depot	1,700	63,750.00	49,181
Intel	8,900	144,892.00	181,560
Johnson & Johnson	2,800	162,036.00	180,348
Lockheed Martin	1,000	74,002.60	75,350
McDonalds Corp	1,500	21,690.00	93,660
McGraw Hill	2,500	69,485.00	83,775
Merck & Co	1,600	86,373.22	58,464
Microsoft	3,000	72,630.00	91,440
J P Morgan Chase & Co	2,550	60,460.00	106,258
Nestles ADR	2,250	44,534.00	108,787
Nike Inc	700	39,522.00	46,249
Nokia			
Oracle Corp	2,000	43,520.00	49,060
PNC Financial Service	689	99,658.93	36,372
Pepsico	2,800	108,231.02	170,240
Pfizer	5,000	155,800.00	90,950
Philip Morris	2,800	44,482.91	134,932
Praxair	1,000	48,560.00	80,310
Price T Rowe Group	900	40,392.00	47,925
Procter & Gamble	3,000	133,361.28	181,890
Rockwell Automation	1,200	47,409.24	56,376
Royal Dutch Petroleum	2,828	64,120.33	169,991
Texas Instruments	2,000	68,280.00	52,120
Union Pacific	600	36,168.00	38,340
United Techs Corp.	1,000	75,670.00	69,410
Wal-Mart	850	44,225.50	45,432
Walgreen	2,000	58,960.00	73,440
Wisconsin Energy	1,000	44,710.00	49,830
Alliant Interm bond Fd Cl I	18,232	200,000.00	202,735
Dodge & Cox Intl Fund	7112.216	315,000.00	226,524
Harcos International Fund #11	4056.978	225,000.00	222,606
Shares Tr Russell 2000	1,525	95,556.05	95,321
Royce Total Return Fund	8,342	95,000.00	90,182
Vang Int-Port Fd Admiral 5119	3,889.537	100,000.00	95,877
Vang Interm Term Inv Gd Adm Fd	30,518.82	300,000.00	293,594
Vang Emerging Markets	2,400	123,431.90	98,400
Total National City Bank		<u>4,470,794.10</u>	<u>4,922,797</u>

THE O'NEILL BROTHERS FOUNDATION
 EIN: 34-6545084
 2009 CHARITABLE CONTRIBUTIONS

<u>Donee</u>	<u>Location</u>	<u>Date of Gift</u>	<u>Amount</u>	<u>Purpose*</u>	<u>Status**</u>
Ohio Grantmaker Forum	Columbus, Ohio	1/5/09	79 00		
National Marfan Foundation	Ft. Washington, NY	1/20/09	1,250.00		
Father Lopez Foundation	Daytona Beach, Fla	2/23/09	5,000 00		
St. Baldrick's Foundation	Cleveland, Ohio	3/19/09	250.00		
University of Notre Dame	South Bend, Indiana	4/9/09	3,000.00		
Akron Pregnancy Service	Akron, Ohio	4/14/09	1,000 00		
E City	Cleveland, Ohio	5/12/09	1,000 00		
CLC Development & Grants	St. Louis, MO	5/12/09	2,000.00		
Cuyahoga Valley Scenic Railroad	Valley View, Ohio	5/12/09	1,000 00		
University School	Hunting Valley, Ohio	5/12/09	1,000.00		
SPEA	Cleveland, Ohio	5/12/09	1,500 00		
Habitat for Humanity	Cleveland, Ohio	5/12/09	7,500 00		
Hospice of the Western Reserve	Cleveland, Ohio	5/12/09	2,000 00		
United Crebral Palsy	Cleveland, Ohio	5/12/09	2,000.00		
Tri-C College Foundation	Cleveland, Ohio	5/12/09	2,500.00		
Stella Maris	Cleveland, Ohio	5/12/09	2,500.00		
Cleveland Botanical Gardens	Cleveland, Ohio	5/12/09	7,500 00		
Jennings Center for Older Adults	Garfield Heights, Ohio	5/12/09	5,000 00		
Little Sisters of the Poor	Warrensville Heights, Ohio	5/12/09	10,000.00		
The Hiram House	Chagrin Falls, Ohio	5/12/09	5,000.00		
Cleveland Museum of Natural History	Cleveland, Ohio	5/12/09	1,500.00		
Boys and Girls Clubs of Cleveland	Cleveland, Ohio	5/12/09	5,000 00		
Boys Hope - Girls Hope	Garfield Heights, Ohio	5/12/09	10,000 00		
Big Brothers - Big Sisters	Cleveland, Ohio	5/12/09	2,000.00		
Catholic Charities	Cleveland, Ohio	5/12/09	1,000 00		
Hudson Montessory School	Hudson, Ohio	6/26/09	2,500 00		
Gilmour Academy	Gates Mills, Ohio	8/6/09	1,000.00		
United Way	Cleveland, Ohio	8/10/09	3,000 00		
United Way	Cleveland, Ohio	8/13/09	10,000 00		
Gilmour Holy Cross House	Gates Mills, Ohio	8/26/09	1,000 00		
Holden Arboretum	Kirtland, Ohio	10/20/09	1,500.00		
Pets for the Elderly	Wickliffe, Ohio	10/20/09	1,000.00		
Western Reserve Land Conservancy	Novelty, Ohio	10/20/09	7,500 00		
Providence House	Cleveland Ohio	10/20/09	10,000 00		
Recovery Resources	Cleveland, Ohio	10/20/09	5,000.00		
Sisters of Charity of St. Augustine	Cleveland, Ohio	10/20/09	15,000 00		
Society for the Propoganon of Faith	Cleveland, Ohio	10/20/09	1,200 00		
Cleveland Sight Center	Cleveland, Ohio	10/20/09	5,000 00		
Vocational Guidance Services	Cleveland, Ohio	10/20/09	5,000 00		
Cleveland Scholarship Program	Cleveland, Ohio	10/20/09	5,000 00		
Lawrence School	Sagmore Hills Ohio	10/20/09	10,000 00		
Gilmour Academy	Gates Mills, Ohio	12/30/09	35,534 00		
Total Donations Made			199,813.00		

*All donations are for general purposes unless noted otherwise

**THE O'NEILL BROTHERS FOUNDATION
#34-6545084**

PURPOSE AND SCOPE OF THE FOUNDATION

The O'Neill Brothers Foundation accepts applications from official organizations for specific projects or programs, organized and operated exclusively for health related or educational purposes conducive to public welfare.

The Foundation makes grants to Catholic organizations for a broad variety of religious charitable, literary and educational purposes.

In general, it is the practice of the Foundation not to make contributions to the same organization on a continuing or regular basis. Of particular interest are projects in which local and self help are demonstrated.

To submit a proposal for consideration, this application form must be completed and returned to The O'Neill Brothers Foundation,

Applications to the Foundation are considered on their merits. Need and the good to be accomplished are prime considerations.

The Board of Trustees meet four times each year. The Foundation does not have deadlines for accumulation of materials before any particular Board Meeting.

A. Name and address of Catholic, tax exempt organization submitting application:

B. Contact person for ~~FORM 990-BE~~ ATTACHMENT TO FORM 990-BE

Name: _____

Phone: () _____

C. In what official tax exempt directory is organization listed?

Tax Exempt # _____

1. AMOUNT requested \$ _____ as a grant _____ or loan _____

2. SPECIFIC PURPOSE for which funds are being sought:

3. INTRODUCTION - Give brief description of the organization seeking funds:

4. PROBLEMS & OBJECTIVES: - Give brief description of the basic problem or need and describe what it is you want to accomplish:

PLEASE USE THIS PAGE TO:

- A. Give a detail budget of project.**
- B. Explain further any items you did not have enough room for on the insic**

5. METHODS - Explain how objectives will be met ... what and who will be involved and their qualifications:

6. TIMING - What is the current status of the project ... how long will it take to finish ... are there later stages?

7. COST & FINANCING - What are the principal cost elements of the project ... what is its total cost? What funds have already been obtained? List sources, including other foundations. How much has been raised locally or from your own constituency? How will balance be raised? When will project become self-supporting?

8. EVALUATION - What methods will be used to evaluate the program or project?