Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

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'NEIL FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 2 EAST READ STREET | Room/suite

City or town, state, and ZIP code: BALTIMORE, MD 21202

A Employer identification number: 26-1313395

B Telephone number: 410-837-2544

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,492,489.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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))

	Line	Description	(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	778,068.			
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,145.	1,145.		STATEMENT 1
	4	Dividends and interest from securities	57,079.	57,079.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	825,465.			
	b	Gross sales price for all assets on line 6a 1,524,543.				
	7	Capital gain net income (from Part IV, line 2)		825,465.		
	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				
	12	**Total.** Add lines 1 through 11	1,661,757.	883,689.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1,940.	970.	0.	970.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	12,762.	287.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	94.	47.	0.	47.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,796.	1,304.	0.	1,017.
	25	Contributions, gifts, grants paid	101,720.			101,720.
	26	**Total expenses and disbursements.** Add lines 24 and 25	116,516.	1,304.	0.	102,737.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	1,545,241.			
	b	**Net investment income** (if negative, enter -0-)		882,385.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Form **990-PF** (2009)

17121012 747463 558ONEILFAMI 2009.04030 THE O'NEIL FAMILY FOUNDATIO 558ONE11

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	24,837.	548,775.	548,775.
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 6	1,429,766.	2,451,069.	2,943,714.
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 ▶)			
16 **Total assets** (to be completed by all filers)	1,454,603.	2,999,844.	3,492,489.
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 ▶)			
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.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,454,603.	2,999,844.	
30 **Total net assets or fund balances**	1,454,603.	2,999,844.	
31 **Total liabilities and net assets/fund balances**	1,454,603.	2,999,844.	

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	1,454,603.
2 Enter amount from Part I, line 27a	2	1,545,241.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,999,844.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,999,844.

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 ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
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	1,524,543.		699,078.	825,465.
b				
c				
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				825,465.
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	825,465.
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	25,040.	1,183,129.	.021164
2007	7,202.	111,415.	.064641
2006			
2005			
2004			

2 Total of line 1, column (d)	2	.085805
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.042903
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,010,104.
5 Multiply line 4 by line 3	5	129,142.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,824.
7 Add lines 5 and 6	7	137,966.
8 Enter qualifying distributions from Part XII, line 4	8	102,737.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	17,648.
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	17,648.
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	17,648.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,000.		
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	7,000.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	10,648.
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 2010 estimated tax** ▶		Refunded ▶	11	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THOMAS F. O'NEIL, JR. Telephone no ▶410-837-2544

Located at ▶12225 CLEGHORN ROAD, COCKEYSVILLE, MD ZIP+4 ▶21030

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)? N/A | 1b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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? ☐ Yes ☒ 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) N/A | 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? ☐ Yes ☒ 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.)* N/A | 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 propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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 | | 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
SEE STATEMENT 7		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."

(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 ▶		0

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**

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 ▶	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	2,596,467.
b	Average of monthly cash balances	1b	459,476.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,055,943.
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	3,055,943.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,839.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,010,104.
6	**Minimum investment return.** Enter 5% of line 5	6	150,505.

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	150,505.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 17,648.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	17,648.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	132,857.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	132,857.
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	132,857.

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	102,737.
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	102,737.
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	102,737.

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				132,857.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			19,988.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 102,737.				
a Applied to 2008, but not more than line 2a			19,988.	
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				82,749.
e Remaining amount distributed out of corpus	0.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 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				50,108.
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	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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:

THOMAS F. O'NEIL, JR.
12225 CLEGHORN ROAD, COCKEYSVILLE, MD 21030

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

UNSPECIFIED

c Any submission deadlines

NONE

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

TO ADVANCE CHARITABLE PURPOSES.

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*				
SEE STATEMENT 8				
Total			▶ 3a	101,720.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

923611 02-02-10

17121012 747463 558ONEILFAMI 2009.04030 THE O'NEIL FAMILY FOUNDATIO 558ONEI1

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,145.	
4 Dividends and interest from securities			14	57,079.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	825,465.	
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.		883,689.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 883,689.

(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)
3,4	INTEREST, DIVIDENDS, CAPITAL GAINS DISTRIBUTIONS AND GAIN ON THE SALE
& 8	OF INVESTMENTS PROVIDE INCOME FOR DISTRIBUTIONS TO CHARITABLE
	ORGANIZATIONS.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Pamela B. O'Neil 10/26/10 President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Michael J Roby	Date 10/13/10	Check if self-employed ☐	Preparer's identifying number P00849146
Firm's name (or yours if self-employed), address, and ZIP code: MEEHAN & ROBY, LLP 9515 DEERECO ROAD, STE 810 TIMONIUM, MARYLAND 21093	EIN 52-1318126 Phone no (410)561-3375		

Form **990-PF** (2009)

923622
02-02-10

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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	Employer identification number
THE O'NEIL FAMILY FOUNDATION, INC.	26-1313395

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 foundation

Check 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).

Name of organization: THE O'NEIL FAMILY FOUNDATION, INC.

Employer identification number: 26-1313395

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THOMAS F. O'NEIL, JR. 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	$ 103,070.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	THOMAS F. O'NEIL, JR. 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	$ 102,237.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	THOMAS F. O'NEIL, JR. 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	$ 112,096.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	THOMAS F. O'NEIL, JR. 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	$ 24,160.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
5	THOMAS F. O'NEIL, JR. 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	$ 380,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	THOMAS F. O'NEIL, JR. 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	$ 16,429.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE O'NEIL FAMILY FOUNDATION, INC.	26-1313395

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	THOMAS F. O'NEIL, JR. 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	$ 40,076.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE O'NEIL FAMILY FOUNDATION, INC.	26-1313395

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	20,000 SH NUANCE-PUBLICLY TRADED STOCK	$ 103,070.	07/24/09
2	1,000 SH GOLDMAN SACHS-PUBLICLY TRADED STOCK	$ 102,237.	09/21/09
3	1,000 SH GOLDMAN SACHS-PUBLICLY TRADED STOCK	$ 112,096.	10/27/09
4	2,000 SH TERRA INDUSTRIES INC.-PUBLICLY TRADED STOCK	$ 24,160.	12/10/09
6	1,360 SH TERRA INDUSTRIES INC.-PUBLICLY TRADED STOCK	$ 16,429.	02/18/10
7	5,425 SH ALIGN TECHNOLOGIES INC.-PUBLICLY TRADED STOCK	$ 40,076.	02/18/10

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH	1,145.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,145.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	57,079.	0.	57,079.
TOTAL TO FM 990-PF, PART I, LN 4	57,079.	0.	57,079.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,940.	970.	0.	970.
TO FORM 990-PF, PG 1, LN 16B	1,940.	970.	0.	970.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2008 FEDERAL TAX	5,475.	0.	0.	0.
2009 FEDERAL TAX	7,000.	0.	0.	0.
FOREIGN TAX PAID	287.	287.	0.	0.
TO FORM 990-PF, PG 1, LN 18	12,762.	287.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	94.	47.	0.	47.
TO FORM 990-PF, PG 1, LN 23	94.	47.	0.	47.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	2,451,069.	2,943,714.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,451,069.	2,943,714.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS F. O'NEIL, JR. 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	DIRECTOR 2.00	0.	0.	0.
PAMELA B. O'NEIL 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	DIRECTOR 1.00	0.	0.	0.
THOMAS F. O'NEIL, III 265 ELIZABETH STREET NEW YORK, NY 10012	DIRECTOR 1.00	0.	0.	0.
STEPHEN B. O'NEIL 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	DIRECTOR 1.00	0.	0.	0.
MICHAEL N. O'NEIL 12225 CLEGHORN ROAD COCKEYSVILLE, MD 21030	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
THE WOODBOURNE CENTER 1301 WOODBOURNE AVENUE BALTIMORE, MD 21239	CHARITABLE	501(C)(3)	27,720.
GLOBAL HEALTH MINISTRY 3805 WEST CHESTER PIKE NEWTOWN SQUARE, PA 19073	CHARITABLE	501(C)(3)	1,000.
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509	CHARITABLE	501(C)(3)	10,000.
ARCHDIOCESE OF BALTIMORE 320 CATHEDRAL STREET BALTIMORE, MD 21201	CHARITABLE	501(C)(3)	10,000.
CAVES VALLEY SCHOLARS FOUNDATION, INC, 2910 BLENDON ROAD OWINGS MILLS, MD 21117	CHARITABLE	501(C)(3)	5,000.
MD PROVINCE OF JESUITS 8600 LA SALLE ROAD, SUITE 620 TOWSON, MD 21286	CHARITABLE	501(C)(3)	10,000.
THE FAMILY TREE 2108 NORTH CHARLES STREET BALTIMORE, MD 21218	CHARITABLE	501(C)(3)	10,000.
HEALTHCARE FOR THE HOMELESS 421 FALLSWAY BALTIMORE, MD 21202	CHARITABLE	501(C)(3)	5,000.

THE FIRST TEE 8508 LOCH RAVEN BLVD, SUITE J BALTIMORE, MD 21286	CHARITABLE	501(C)(3)	3,000.
MOTHER SETON ACADEMY 2215 GREENMONT AVENUE BALTIMORE, MD 21218	CHARITABLE	501(C)(3)	20,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			101,720.

THE O'NEIL FAMILY FOUNDATION, INC. **26-1313395**

FORM 990-PF **CAPITAL GAINS AND LOSSES** **STATEMENT 9**

Quantity	Security	How Acq.	Buy Date	Sell Date	Sales Price	Cost Basis	Gain or (Loss)
450 000	Rio Tinto PLC	P	07/02/2008	07/17/2009	10,275	10,275	0
10,000 000	Nuance Communications	D	07/24/2009	07/27/2009	135,082	51,535	83,547
750 000	Nuance Communications	P	06/30/2008	07/01/2009	8,977	11,991	(3,014)
2,500 000	Nuance Communications	D	07/24/2009	08/12/2009	34,949	12,884	22,065
300 000	T Rowe Price Group Inc	P	10/24/2008	08/12/2009	14,095	9,211	4,884
1,000.000	Goldman Sachs Group, Inc	D	09/21/2009	09/29/2009	183,005	102,237	80,768
450.000	Align Tech Inc.	P	07/02/2008	11/03/2009	7,188	5,040	2,148
1,000 000	Goldman Sachs Group, Inc	D	10/27/2009	11/05/2009	172,586	112,096	60,490
2,000 000	Align Tech Inc	P	12/05/2008	11/03/2009	31,948	13,989	17,959
200 000	Consol Energy Inc	P	07/28/2008	01/08/2010	11,241	15,060	(3,819)
100 000	Consol Energy Inc	P	08/04/2008	01/08/2010	5,621	6,460	(839)
100 000	K Tron Intl Inc	P	04/22/2008	01/13/2010	14,830	13,800	1,030
300 000	K Tron Intl Inc	P	12/05/2008	01/13/2010	44,489	18,889	25,600
7,500 000	Nuance Communications	D	07/24/2009	01/04/2010	117,780	38,651	79,129
200 000	K Tron Intl Inc	P	11/05/2009	01/13/2010	29,659	19,872	9,787
50.000	Potash Corp	P	09/30/2008	03/25/2010	6,150	6,725	(575)
200 000	Schlumberger Ltd	P	08/08/2008	03/18/2010	12,919	18,672	(5,753)
5,500 000	Terra Industries Inc	P	11/21/2008	03/10/2010	255,027	39,050	215,977
2,000 000	Terra Industries Inc	D	12/10/2009	03/10/2010	92,737	24,160	68,577
1,360 000	Terra Industries Inc	D	02/18/2010	03/10/2010	63,061	16,429	46,632
5,425 000	Align Tech Inc	D	02/18/2010	03/31/2010	106,373	40,076	66,297
25 000	Rio Tinto PLC	P	07/02/2008	04/08/2010	5,933	10,682	(4,749)
25 000	Rio Tinto PLC	P	08/12/2008	04/08/2010	5,933	8,178	(2,245)
300.000	Rio Tinto PLC	P	12/05/2008	04/08/2010	71,191	12,039	59,152
100 000	Rio Tinto PLC	P	01/13/2009	04/08/2010	23,731	6,866	16,865
400 000	Monsanto Co	P	02/18/2009	05/06/2010	23,905	30,801	(6,896)
200 000	Monsanto Co	P	02/25/2009	05/06/2010	11,953	14,946	(2,993)
400 000	Monsanto Co	P	02/26/2009	05/06/2010	23,905	28,464	(4,559)
TOTALS					1,524,543	699,078	825,465

EQUITIES

Description	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
A N S Y S INC COM	ANSS	07/01/08	300	44 6018	13 380 56	40 5700	12 171 00	(1 209 56)		
		07/02/08	200	44 3150	8 863 00	40 5700	8 114.00	(749 00)		
		10/28/08	100	25 2557	2 525 57	40 5700	4 057 00	1 531 43		
		12/05/08	700	26 3043	18 413 01	40 5700	28 399 00	9 985 99		
		03/05/09	500	18 8099	9 404 95	40.5700	20 285 00	10 880 05		
		11/05/09	700	39 3843	27 569 01	40 5700	28 399 00	829 99		
Subtotal			*2 500*		*80,156.10*		***101,425.00***	*21,268 90*		
ACTUANT CORP CL A	ATU	07/02/08	500	31 0900	15 545 00	18 8300	9 415 00	(6 130 00)	20	.21
		12/05/08	1 000	16 4470	16 447 00	18 8300	18,830 00	2 383 00	40	21
		03/05/09	500	8 4066	4 203 30	18 8300	9 415 00	5 211 70	20	21
		07/01/09	500	12 2375	6,118 75	18 8300	9,415 00	3 296 25	20	21
Subtotal			*2,500*		*42,314 05*		***47,075.00***	*4,760 95*	***100***	*.21*
AGNICO EAGLE MINES LTD	AEM	05/06/10	1.800	63 6264	114.527 52	60.7800	**109,404.00**	(5.123.52)	**325**	29

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EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
AMERICAN TOWER CORP CL A	AMT	11/21/08	2,400	2 3625	5,670 00	44 5000	106 800 00	101,130.00		
		05/20/10	600	39 7927	23 875 64	44 5000	26,700 00	2 824.36		
Subtotal			*3,000*		*29,545 64*		***133,500.00***	*103,954.36*		
CHICAGO BRDG &IRON CO NV	CBI	06/30/08	300	39 6766	11,903.00	18 8100	5,643 00	(6,260 00)		
		07/02/08	150	39.6566	5 948 50	18 8100	2,821.50	(3,127.00)		
		12/05/08	1,600	8 5744	13,719 04	18 8100	30,096 00	16 376 96		
		12/23/08	1,000	10 1510	10,151 00	18.8100	18,810.00	8,659 00		
Subtotal			*3,050*		*41,721.54*		***57,370.50***	*15,648.96*		
CISCO SYSTEMS INC COM	CSCO	04/22/08	700	24 8500	17 395.00	21 3100	14,917 00	(2,478.00)		
		07/02/08	400	23 0350	9,214 00	21 3100	8 524.00	(690 00)		
		12/05/08	1,400	15.3471	21,485.94	21.3100	29,834.00	8,348.06		
		05/20/10	1,000	23.9283	23,928.30	21 3100	21 310 00	(2,618.30)		
Subtotal			*3,500*		*72,023.24*		***74,585.00***	*2,561 76*		
COVANCE INC	CVD	01/14/09	1,000	41.0884	41,088.40	51 3200	51,320.00	10,231.60		
		10/20/09	500	56 1488	28,074 40	51 3200	25,660.00	(2,414 40)		
Subtotal			*1,500*		*69,162 80*		***76,980.00***	*7,817.20*		
DEALERTRACK HLDGS INC	TRAK	05/07/10	3 500	15 9855	55,949.25	16.4500	**57,575.00**	1,625.75		
E M C CORPORATION MASS	EMC	05/06/08	1,000	16 0000	16,000 00	18.3000	18,300.00	2,300 00		
		07/02/08	500	15.0775	7,538 75	18.3000	9,150 00	1,611.25		
		05/20/10	2,000	18.0694	36,138 80	18.3000	36,600.00	461.20		
Subtotal			*3,500*		*59,677 55*		***64,050.00***	*4,372.45*		
EXPEDITORS INTL WASH INC	EXPD	06/30/08	300	43 3841	13,015.25	34.5100	10,353.00	(2,662.25)	120	1.15
		07/02/08	200	41 7663	8,353 26	34.5100	6,902.00	(1,451.26)	80	1.15
		12/05/08	750	31 4200	23,565 00	34 5100	25 882 50	2,317.50	300	1.15
		07/01/09	750	34 3299	25,747 43	34 5100	25,882.50	135 07	300	1 15
		10/16/09	1,500	34.9582	52,437.30	34 5100	51,765 00	(672.30)	601	1.15
		12/08/09	1,000	32 7621	32,762 10	34 5100	34,510.00	1,747.90	401	1 15
Subtotal			*4,500*		*155,880.34*		***155,295.00***	*(585.34)*	***1,802***	*1.15*

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
FASTENAL COMPANY	FAST	06/30/08	400	43 7850	17,514 00	50.1900	20,076 00	2,562 00	320	1 59
		07/02/08	200	43 5400	8 708 00	50 1900	10,038 00	1 330 00	160	1 59
		12/05/08	600	33 1816	19,908.98	50.1900	30,114 00	10 205.02	480	1 59
		03/05/09	800	27.1882	21,750 56	50 1900	40 152 00	18 401 44	640	1.59
		11/05/09	1,000	36.5774	36,577 40	50 1900	50,190 00	13,612.60	800	1.59
		05/20/10	500	50 6529	25 326 45	50.1900	25,095 00	(231 45)	400	1.59
Subtotal			*3.500*		*129,785 39*		***175,665.00***	*45 879 61*	***2.800***	*1 59*
IDEXX LAB INC DEL $0.10	IDXX	04/22/08	300	47 1666	14 150 00	60 9000	18 270 00	4 120.00		
		06/17/08	150	52 9321	7 939 82	60 9000	9 135 00	1 195 18		
		07/02/08	150	50 7633	7,614 50	60 9000	9 135 00	1 520 50		
		12/05/08	900	27 9200	25 128 00	60 9000	54,810 00	29 682 00		
		01/14/09	1 000	30 1079	30,107 90	60 9000	60,900 00	30,792.10		
		05/21/10	500	61 1124	30 556 20	60 9000	30,450 00	(106.20)		
Subtotal			*3.000*		*115,496 42*		***182,700.00***	*67,203.58*		
II-V1 INC	IIVI	12/05/08	700	16 2680	11 387 60	29.6300	20,741.00	9 353 40		
		01/13/09	1 800	18 1593	32 686.74	29 6300	53,334 00	20 647 26		
Subtotal			*2,500*		*44,074 34*		***74,075.00***	*30,000 66*		
JACOBS ENGN GRP INC DELA	JEC	06/30/08	150	81.2133	12 182 00	36 4400	5 466.00	(6,716 00)		
		07/02/08	50	80 4400	4,022 00	36.4400	1,822.00	(2,200 00)		
		10/28/08	200	29 7932	5 958 64	36.4400	7,288 00	1,329.36		
		11/21/08	400	27 2605	10 904 20	36 4400	14,576 00	3,671.80		
		07/27/09	600	43 3319	25 999 16	36 4400	21,864 00	(4 135 16)		
		08/20/09	400	45 8132	18 325 28	36 4400	14,576.00	(3,749 28)		
		10/22/09	500	45 8344	22 917 20	36 4400	18,220 00	(4 697.20)		
		02/24/10	700	39 6843	27 779 01	36 4400	25,508 00	(2 271 01)		
		04/27/10	1 000	50 2398	50 239 80	36 4400	36 440 00	(13,799 80)		
Subtotal			*4.000*		*178,327 29*		***145,760.00***	*(32,567.29)*		
KINROSS GOLD CORP	KGC	11/21/08	6 500	5.2280	33 982 00	17.0900	**111,085.00**	77,103.00	**650**	.58

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
MARKEL CORP COM	MKL	06/04/08	30	411 6023	12.348 07	340 0000	10.200 00	(2.148 07)		
		06/30/08	10	375 9900	3,759 90	340 0000	3.400 00	(359 90)		
		07/02/08	10	379 8000	3,798 00	340 0000	3.400 00	(398 00)		
		12/23/08	50	285 3600	14.268 00	340 0000	17 000 00	2 732 00		
		02/13/09	50	310 7500	15 537 50	340 0000	17 000 00	1.462 50		
		04/23/09	50	278 2516	13,912 58	340 0000	17 000 00	3,087 42		
Subtotal			*200*		*63,624 05*		***68,000.00***	*4,375 95*		
PAYCHEX INC	PAYX	01/20/10	2 500	30 5400	76 350 00	25 9700	**64,925.00**	(11 425 00)	**3,100**	4 77
POTASH CORP SASKATCHEWAN	POT	10/28/08	100	64 8493	6,484 93	86 2400	8 624 00	2 139 07	40	.46
		12/05/08	400	48.1925	19.277 00	86.2400	34,496 00	15.219 00	160	.46
		09/21/09	400	92 4653	36 986 12	86 2400	34,496 00	(2 490.12)	160	46
		05/20/10	300	99.0799	29,723 99	86 2400	25,872.00	(3 851.99)	120	46
Subtotal			*1,200*		*92,472 04*		***103,488.00***	*11,015.96*	***480***	*46*
PRICE T ROWE GROUP INC	TROW	10/24/08	100	30 7047	3 070 47	44 3900	4,439 00	1.368.53	108	2 43
		12/05/08	800	31 7253	25,380 24	44 3900	35 512 00	10.131 76	865	2 43
		03/05/09	600	21.6232	12 973 94	44 3900	26,634.00	13,660 06	649	2.43
Subtotal			*1,500*		*41,424 65*		***66,585.00***	*25,160.35*	***1,622***	*2.43*
QUALCOMM INC	QCOM	04/22/08	400	41 5050	16,602 00	32.8400	13.136 00	(3 466.00)	305	2.31
		07/02/08	200	46 4575	9.291.50	32 8400	6 568 00	(2.723 50)	152	2.31
		12/05/08	500	30.5160	15 258 00	32 8400	16,420.00	1.162 00	381	2.31
		05/20/10	900	36 2784	32 650.56	32 8400	29,556 00	(3 094 56)	685	2.31
Subtotal			*2.000*		*73.802.06*		***65,680.00***	*(8.122.06)*	***1,523***	*2.31*
RESMED INC	RMD	04/22/08	400	42 0850	16,834 00	60 8100	24,324.00	7.490 00		
		12/05/08	600	35.2188	21,131 30	60 8100	36 486.00	15,354.70		
		11/05/09	300	50 2466	15,074 00	60 8100	18 243 00	3 169 00		
Subtotal			*1,300*		*53,039 30*		***79,053.00***	*26.013 70*		
ROPER INDUSTRIES INC COM	ROP	07/02/08	250	64 2480	16 062 00	55 9600	13,990 00	(2.072 00)	96	.67
		12/05/08	600	40 6983	24,419 00	55.9600	33,576 00	9 157 00	229	67
		05/20/10	450	58.2011	26.190.50	55 9600	25 182 00	(1.008.50)	172	.67
Subtotal			*1,300*		*66,671.50*		***72,748.00***	*6.076 50*	***497***	*.67*

O'NEIL FAMILY FOUNDATION

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
SCHLUMBERGER LTD	SLB	12/05/08	700	39 9800	27.986 00	55 3400	38.738.00	10.752 00	588	1.51
		05/20/10	300	60.6410	18.192.32	55 3400	16 602 00	(1.590 32)	252	1 51
Subtotal			*1,000*		*46,178.32*		***55,340.00***	*9.161 68*	***840***	*1.51*
SMITH INTL INC DEL	SII	11/21/08	750	21 7108	16.283 10	37 6500	28.237 50	11 954.40	360	1 27
		12/05/08	1 000	19 4110	19,411 00	37.6500	37,650 00	18 239 00	480	1 27
		09/23/09	750	30 0509	22.538 18	37 6500	28.237.50	5 699 32	360	1 27
		11/05/09	500	29 1695	14 584 75	37.6500	18.825 00	4 240.25	240	1.27
Subtotal			*3,000*		*72,817 03*		***112,950.00***	*40.132.97*	***1,440***	*1.27*
STERICYCLE INC COM	SRCL	01/14/09	650	47 2085	30.685 53	65 5800	42.627 00	11 941 47		
		05/13/09	250	48 9292	12 232 30	65 5800	16 395 00	4 162 70		
		05/20/10	400	57 4213	22.968 52	65 5800	26.232 00	3 263 48		
Subtotal			*1,300*		*65.886 35*		***85,254.00***	*19.367 65*		
STRYKER CORP	SYK	05/06/08	300	62 5766	18.773 00	50 0600	15.018 00	(3.755.00)	181	1 19
		12/05/08	500	37 2485	18.624 25	50.0600	25.030 00	6 405 75	301	1 19
		08/20/09	600	41 2900	24.774 02	50 0600	30.036 00	5.261.98	361	1 19
Subtotal			*1 400*		*62.171.27*		***70,084.00***	*7.912.73*	***843***	*1 19*
TECHNE CORP	TECH	04/22/08	200	65 5296	13.105 92	57 4500	**11,490.00**	(1.615.92)	**208**	1.81
TEVA PHARMACTCL INDS ADR	TEVA	04/22/08	300	46 8766	14.063 00	51 9900	15 597 00	1.534 00	174	1 10
		05/01/08	100	47.7900	4,779.00	51 9900	5.199 00	420.00	58	1 10
		07/02/08	100	47 4875	4.748.75	51.9900	5.199.00	450.25	58	1 10
		06/09/09	700	48 2073	33.745 11	51 9900	36.393.00	2 647.89	404	1.10
		11/05/09	300	51.6365	15.490 97	51 9900	15.597.00	106.03	174	1.10
Subtotal			*1,500*		*72,826 83*		***77,985.00***	*5,158 17*	***868***	*1 10*
TRIMBLE NAV LTD	TRMB	06/30/08	350	35 6628	12 482 00	28 0000	9.800 00	(2.682 00)		
		07/02/08	150	34 8500	5 227 51	28 0000	4 200 00	(1 027 51)		
		12/05/08	1 200	16 6175	19.941 00	28 0000	33.600.00	13 659 00		
		02/02/09	1 000	14.6969	14.696 90	28 0000	28.000 00	13.303 10		
		02/24/10	1 300	27 1114	35 244 82	28 0000	36.400 00	1.155 18		
Subtotal			*4,000*		*87,592 23*		***112,000.00***	*24.407.77*		

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ULTRA PETROLEUM CORP	UPL	07/10/08	250	83.4000	20,850 00	44 2500	11 062 50	(9,787.50)		
		08/11/08	100	64.8594	6,485 94	44 2500	4,425 00	(2,060.94)		
		12/05/08	800	31 7738	25,419 04	44.2500	35,400 00	9,980 96		
		06/18/09	300	45 4489	13,634 69	44 2500	13 275 00	(359.69)		
		11/05/09	550	48 2400	26,532 01	44.2500	24,337 50	(2,194 51)		
		03/11/10	1,000	48 6132	48,613.20	44 2500	44,250 00	(4 363 20)		
		04/30/10	1 000	47.6680	47,668 00	44 2500	44,250.00	(3 418.00)		
Subtotal			*4,000*		*189,202.88*		***177,000.00***	*(12,202.88)*		
VISA INC CL A SHRS	V	05/25/10	1,250	73 3129	91 641 13	70.7500	**88,437.50**	(3,203 63)	**625**	.70
W R BERKLEY CORP	WRB	05/04/09	1,500	23 8236	35,735 40	26 4600	39,690 00	3 954 60	420	1 05
		08/05/09	1,000	23 9038	23,903 80	26 4600	26 460 00	2,556 20	280	1 05
Subtotal			*2,500*		*59,639.20*		***66,150.00***	*6,510 80*	***700***	*1.05*
TOTAL					2,451 068 23		**2,943,714.00**	492,645 77	**18,423**	.63