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

# 2010

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 2010, 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

Name of foundation <b>THE O'NEILL BROTHERS FOUNDATION</b>		A Employer identification number <b>34-6545084</b>
Number and street (or P O box number if mail is not delivered to street address) <b>30000 AURORA ROAD SUITE 250</b>	Room/suite	B Telephone number <b>(440) 248-2027</b>
City or town, state, and ZIP code <b>OLON, OH 44139</b>		C If exemption application is pending, 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>5,659,212.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <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)
1 Contributions, gifts, grants, etc., received	370.		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	144,398.	144,398.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	328,102.			
b Gross sales price for all assets on line 6a <b>566,865.</b>				
7 Capital gain net income (from Part IV, line 2)		328,102.		
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	6,894.	6,894.		STATEMENT 2
12 Total. Add lines 1 through 11	479,764.	479,394.		
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 <b>STMT 3</b>	36,000.	27,000.		9,000.
c Other professional fees <b>STMT 4</b>	3,554.	0.		3,554.
17 Interest				
18 Taxes <b>STMT 5</b>	8,240.	990.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses <b>STMT 6</b>	58,140.	32,062.		26,078.
24 Total operating and administrative expenses. Add lines 13 through 23	105,934.	60,052.		38,632.
25 Contributions, gifts, grants paid	149,234.			149,234.
26 Total expenses and disbursements. Add lines 24 and 25	255,168.	60,052.		187,866.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	224,596.			
b Net investment income (if negative, enter -0-)		419,342.		
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		92,998.	98,983.	98,983.
	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 <b>STMT 8</b>		4,663,463.	4,752,664.	5,462,380.
	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 ▶ <b>HISTORICAL STUDY</b> )		97,849.	97,849.	97,849.	
16	<b>Total assets</b> (to be completed by all filers)		4,854,310.	4,949,496.	5,659,212.	
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 ▶)		12,269.	0.	
23	<b>Total liabilities</b> (add lines 17 through 22)		12,269.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		4,842,041.	4,949,496.		
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	<b>Total net assets or fund balances</b>		4,842,041.	4,949,496.		
31	<b>Total liabilities and net assets/fund balances</b>		4,854,310.	4,949,496.		

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	4,842,041.
2	Enter amount from Part I, line 27a	2	224,596.
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	3	54.
4	Add lines 1, 2, and 3	4	5,066,691.
5	Decreases not included in line 2 (itemize) ▶ <b>STOCK SOLD ADJUSTED TO DONOR'S COST</b>	5	117,195.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	4,949,496.

**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 566,865.		238,763.	328,102.
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			328,102.
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	328,102.
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))
2009	239,152.	4,526,482.	.052834
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

2 Total of line 1, column (d)	2	.286563
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	.057313
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,038,180.
5 Multiply line 4 by line 3	5	288,753.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,193.
7 Add lines 5 and 6	7	292,946.
8 Enter qualifying distributions from Part XII, line 4	8	187,866.

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	8,387.
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	8,387.
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	8,387.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	8,169.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,669.	
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	3,282.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 3,282. Refunded <input type="checkbox"/> 0.	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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes" attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entry within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ ROBERT K. HEALEY Telephone no. ▶ (440) 248-2027 Located at ▶ 30000 AURORA ROAD, SOLON, OHIO ZIP+4 ▶ 44124			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15   N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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.) <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010.) <input type="checkbox"/> 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 2010?	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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b		
6b		X
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	CHAIRMAN EMERITUS & TRUSTEE 0.25	0.	0.	0.
FRANCIS J. O'NEILL, III 30000 AURORA ROAD SOLON, OH 44139	VICE PRES., TREAS & TRUSTEE 0.25	0.	0.	0.
ROBERT K. HEALEY, JR. 30000 AURORA ROAD SOLON, OH 44139	PRESIDENT & TRUSTEE 0.25	0.	0.	0.
DANIEL J. O'NEILL 30000 AURORA ROAD SOLON, OH 44139	SECRETARY 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."

(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	5,027,009.
b	Average of monthly cash balances	1b	87,895.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,114,904.
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	5,114,904.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,724.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,038,180.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	251,909.

**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	251,909.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,387.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,387.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	243,522.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	243,522.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	243,522.

**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	187,866.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	187,866.
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	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	187,866.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				243,522.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005	183,315.			
<b>b</b> From 2006	44,912.			
<b>c</b> From 2007	59.			
<b>d</b> From 2008	35,186.			
<b>e</b> From 2009	19,089.			
<b>f</b> Total of lines 3a through e	282,561.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	187,866.			
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				187,866.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (if an amount appears in column (d), the same amount must be shown in column (a))	55,656.			55,656.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	226,905.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	127,659.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	99,246.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006	44,912.			
<b>b</b> Excess from 2007	59.			
<b>c</b> Excess from 2008	35,186.			
<b>d</b> Excess from 2009	19,089.			
<b>e</b> Excess from 2010				

**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 2010, 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)

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.

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a					
b					
c					
d					
e					
3					
3 a (1)					
3 a (2)					
3 b					
3 c (1)					
3 c (2)					
3 c (3)					
3 c (4)					

**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)				
<b>a Paid during the year</b>				
SEE SCHEDULE ATTACHED	NONE	PUBLIC CHARITIES	GENERAL	149,234.
<b>Total</b>				▶ 3a 149,234.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue; 2 Membership dues and assessments; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5 Net rental income or (loss) from real estate; 6 Net rental income or (loss) from personal property; 7 Other investment income; 8 Gain or (loss) from sales of assets other than inventory; 9 Net income or (loss) from special events; 10 Gross profit or (loss) from sales of inventory; 11 Other revenue; 12 Subtotal; 13 Total.

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

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

Table with 2 columns: 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). Row 1 contains 'N/A'.

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

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

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

b If "Yes," complete the following schedule.

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

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

Sign Here:  Robert J. Dealey, Jr. 11/14/11 PRESIDENT  
 Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	ALISA C. BUTSCHER	<i>Alisa C Butscher</i>	11/11		P01480358
	Firm's name	Firm's EIN			
	VANIK & BUTSCHER, LLP 1406 WEST 6TH STREET - THIRD FL.			34-1909631	
	Firm's address			Phone no	
	CLEVELAND, OH 44113-1300			216-928-7540	

**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

**2010**

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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization  <b>THE O'NEILL BROTHERS FOUNDATION</b>	Employer identification number  <b>34-6545084</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	<u>LOUISE ALEXANDER</u> <u>11189 AUBURN ROAD</u> <u>CHARDON, OH 44024</u>	\$ <u>25.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>ALLSTATE GIVING CAMPAIGN</u> _____ _____	\$ <u>345.</u>	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.)



Name of organization

Employer identification number

**THE O'NEILL BROTHERS FOUNDATION**

**34-6545084**

**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
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization  <b>THE O'NEILL BROTHERS FOUNDATION</b>	Employer identification number  <b>34-6545084</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

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

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	696.	0.	696.
MONEY MARKET	41.	0.	41.
PNC	143,661.	0.	143,661.
TOTAL TO FM 990-PF, PART I, LN 4	144,398.	0.	144,398.

## FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VANGUARD FUND	3,479.	3,479.	
PNC FUND	2,316.	2,316.	
VANGUARD FUND	1,099.	1,099.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,894.	6,894.	

## 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	36,000.	27,000.		9,000.
TO FORM 990-PF, PG 1, LN 16B	36,000.	27,000.		9,000.

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


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,554.	0.		3,554.
TO FORM 990-PF, PG 1, LN 16C	3,554.	0.		3,554.

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**FORM 990-PF** **TAXES** **STATEMENT** **5**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	7,250.	0.		0.
FOREIGN TAX	990.	990.		0.
TO FORM 990-PF, PG 1, LN 18	8,240.	990.		0.

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**FORM 990-PF** **OTHER EXPENSES** **STATEMENT** **6**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MIGHIGAN FILING FEE	20.	0.		20.
OH ATTORNEY GENERAL FILING FEE	200.	0.		200.
ML ANNUAL FEE	150.	150.		0.
C T CORP	358.	0.		358.
RENTS	12,000.	6,000.		6,000.
SECRETARIAL SERVICES	26,000.	6,500.		19,500.
SERVICE FEE	19.	19.		0.
AGENCY FEES	19,393.	19,393.		0.
TO FORM 990-PF, PG 1, LN 23	58,140.	32,062.		26,078.

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FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
PRIOR YEAR CONTRIBUTION RETURNED	23.
REBATE	31.
TOTAL TO FORM 990-PF, PART III, LINE 3	54.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	4,559,992.	5,382,702.
14254 SHS REPUBLIC GEOTHERMAL	1,425.	1,425.
13200 SHS PVF CAPITAL CORP	137,657.	24,025.
2000 SHS POLYONE INC	16,480.	24,980.
400 SHS EXXON MOBIL	37,110.	29,248.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,752,664.	5,462,380.

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FORM 990-PF

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

STATEMENT 9

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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.

THE O'NEILL BROTHERS FOUNDATION  
 EIN: 34-6545084  
 2010 CHARITABLE CONTRIBUTIONS  
 FORM 990-PF

<u>Donee</u>	<u>Location</u>	<u>Date of Gift</u>	<u>Amount</u>	<u>Purpose*</u>	<u>Status**</u>
Menorah Park	Beachwood, Ohio	1/19/10	10,000 00		
Arizona Humane Society	Phoenix, Arizona	1/20/10	250 00		
National Marfan Foundation	Port Washington, NY	1/20/10	1,250 00		
Suicide Prevention Education	Chagrin Falls, Ohio	1/20/10	500 00		
University School	Shaker Hts, Ohio	1/20/10	500 00		
Habitat for Humanity	Cleveland, Ohio	1/20/10	1,000 00		
Ohio Grantmaker Forum	Columbus, Ohio	3/15/10	535 00		
St. Baldricks	Cleveland, Ohio	3/29/10	250 00		
Brown Unvrersity	Providence, RI	4/29/10	100 00		
Akron Pregnancy Service	Akron, Ohio	4/30/10	1,000 00		
Cleveland Botanical Gardens	Cleveland, Ohio	4/29/10	1,000 00		
Unvrersity of Notre Dame	Notre Dame, Indiana	4/16/10	3,000 00		
Cuyahoga County Public Library	Cleveland, Ohio	7/6/10	1,000 00		
The Ed Keating Center	Lakewood, Ohio	7/6/10	500 00		
Creative Education Institute Inc	Chagrin Falls, Ohio	7/6/10	500 00		
Hiram House	Chagrin Falls, Ohio	7/6/10	5,000 00		
SPEA	Cleveland, Ohio	7/6/10	2,000 00		
United Cerebral Palsy	Cleveland, Ohio	7/6/10	2,000 00		
Cleveland Playhouse Foundation	Cleveland, Ohio	7/6/10	5,000 00		
Boys and Girls Clubs of Cleveland	Cleveland, Ohio	7/6/10	5,000 00		
Geauga Park District	Chardon, Ohio	7/6/10	5,000 00		
Good News Jail & Prison Mmstry	Cleveland, Ohio	7/6/10	500 00		
Cleveland Botanical Gardens	Cleveland, Ohio	7/6/10	2,500 00		
Little Sisters of the Poor	Cleveland, Ohio	7/6/10	10,000 00		
Pets for the Elderly	Wickliffe, Ohio	7/6/10	1,000 00		
Cleveland Museum of Natural History	Cleveland, Ohio	7/6/10	2,500 00		
Malachi House	Cleveland, Ohio	7/6/10	1,000 00		
Womankind	Cleveland, Ohio	7/6/10	5,000 00		
Association of Small Foundanons	Washington DC	7/23/10	495 00		
Womankind	Cleveland, Ohio	9/28/10	1,500 00		
United Way	Cleveland, Ohio	10/5/10	2,000 00		
Notre Dame Global Missions	Chardon, Ohio	10/22/10	100 00		
The Heritage Foundation	Washington DC	11/2/10	1,000 00		
Boys Hope Girls Hope	Garfield Hts, Ohio	11/3/10	5,000 00		
Habitat for Humanity	Cleveland, Ohio	11/3/10	5,000 00		
Cleveland Sight Center	Cleveland, Ohio	11/3/10	5,000 00		
Cuyahoga Valley Scenic Railraod	Peninsula, Ohio	11/3/10	2,500 00		
Vocational Guidance Services	Cleveland, Ohio	11/3/10	5,000 00		
Providence House	Cleveland, Ohio	11/3/10	2,500 00		
Lawrence School	Broadview Hts., Ohio	11/3/10	5,000 00		
Cleveland Museum of Art	Cleveland, Ohio	11/3/10	2,500 00		
Metro Catholic School	Cleveland, Ohio	11/3/10	5,000 00		
Cleveland Scholarship Program	Cleveland, Ohio	11/3/10	5,000 00		
United Way of Greater Cleveland	Cleveland, Ohio	11/3/10	10,000 00		
Ursuline Sisters of Cleveland	Cleveland, Ohio	11/3/10	5,000 00		
Joseph's Home	Cleveland, Ohio	11/3/10	5,000 00		
Recovery Resources	Cleveland, Ohio	11/3/10	5,000 00		
Salvation Army	Cleveland, Ohio	11/3/10	5,000 00		
Carmelite Monestary	Cleveland, Ohio	11/12/10	604 47		
Blue and Gray Society	Gates Mills, Ohio	11/12/10	1,500 00		
Bluecoats	Cleveland, Ohio	11/12/10	350 00		
Parnadale Christmas committee	Parna, Ohio	11/23/10	300 00		
Catholic Charities	Cleveland, Ohio	12/17/10	1,000 00		

TOTAL DONATIONS MADE

149,188.47

\*All donanons are for general purposes unless noted otherwise

THE O'NEILL BROTHERS FOUNDATION  
 EIN: 34-6545084  
 2010 ASSETS  
 FORM 990-PF

<u>Security</u>	<u>Shares</u>	<u>Cost Basis</u>	<u>Current Value</u>
<u>PNC Wealth Management A/C 75-75-073-9573579</u>			
AT&T	3,000	76,170.00	88,140
Abbott Labs	2,300	80,927.88	110,193
Apple Inc	400	33,312.00	129,024
Broadcom	1,700	51,807.00	74,035
Chevron Corp	2,000	64,649.83	182,500
Chubb Corp	1,300	68,219.97	77,532
Cisco Systems	3,000	86,300.00	60,690
Citigroup	3,333	114,821.40	15,765
Coca Cola	1,700	68,816.00	111,809
Conocophillips	2,400	97,996.00	163,440
Dolby Laboratories	900	61,411.05	60,030
Ebay Inc	1,700	35,873.23	47,311
Exxon Mobil	1,800	61,916.92	131,616
First Energy Corp	1,100	52,239.00	40,722
General Electric	9,000	250,122.58	164,610
Google Inc	100	48,639.00	59,397
Home Depot	2,400	83,399.00	84,144
Intel	5,900	96,052.00	124,077
Johnson & Johnson	2,800	162,036.00	173,180
Lockheed Martin	1,000	74,002.60	69,910
McDonalds Corp	1,500	21,690.00	115,140
McGraw Hill			
Merck & Co	1,600	86,373.22	57,664
Microsoft	3,000	72,630.00	83,730
J P Morgan Chase & Co	2,550	60,460.00	108,171
Nestles ADR	2,000	39,585.78	117,640
Nike Inc	700	39,522.00	59,794
Oracle Corp	2,000	43,520.00	62,600
PNC Financial Service	689	99,658.93	41,836
Pepsico	1,800	68,231.02	117,594
Pfizer	5,000	155,800.00	87,550
Philip Morris	1,600	25,373.09	93,648
Praxair	1,000	48,560.00	95,470
Price T Rowe Group	900	40,392.00	58,086
Procter & Gamble	1,800	80,016.77	115,794
Rockwell Automation	1,200	47,409.24	86,052
Royal Dutch Petroleum	1,400	31,742.74	93,492
Texas Instruments			
Union Pacific	600	36,168.00	55,596
United Techs Corp.	1,000	75,670.00	78,720
Viacom Inc Cl B	2,000	67,240.00	79,220
Wal-Mart	850	44,225.50	45,841
Walgreen	2,000	58,960.00	77,920
Wisconsin Energy	1,000	44,710.00	58,860
Dodge & Cox Intl Fund	7112.216	315,000.00	253,977
Harbor International Fund #11	4056.978	225,000.00	245,650
Ishares Tr Russell 2000	1.525	95,556.05	119,316
Ishares Tr Russell Midcap Value Ind	1,100	41,899.00	49,511
Ishares Russell Midcap Index Fd ETF	500	44,185.00	50,875
PNC Intermediate Bond fund	18,231.541	200,000.00	205,105
Royce Total Return Fund	8,342	95,000.00	109,870
Vang Inf-Port Fd Admiral 5119	3,889.537	100,000.00	99,339
Vang Intern Term Inv Gd Adm Fd	30,518.82	300,000.00	302,747
Vang Emerging Markets	3,900	186,701.90	187,769
Total National City Bank		4,559,991.70	5,382,702



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

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**PURPOSE AND SCOPE OF THE FOUNDATION**

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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's name and telephone number.**  
**ATTACHMENT TO FORM 990-B**  
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:**

**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?

**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**

THE O'NEILL BROTHERS FOUNDATION  
 EIN: 34-6545084  
 2010 CAPITAL GAINS & LOSSES  
 FORM 990-PF

<u>Items</u>	<u>Acquired</u>	<u>Sold</u>	<u>Cost Basis</u>	<u>Sale Price</u>	<u>Short-Term</u>	<u>Long Term</u>
<u>PNC WEALTH MANAGEMENT A/C 75-75-073-9573579</u>						
Vanguard Intern Term Inv Fund	Distribution			1,098.68		1,098.68
2500 McGraw Hill Cos	Over 1 Yr	7/15/10	20,355.00	75,530.72		55,175.72
1000 Procter & Gamble	Over 1 Yr	7/15/10	8,751.32	62,528.94		53,777.62
828 Royal Dutch Shell Plc ADR	Over 1 Yr	7/15/10	18,773.56	45,829.02		27,055.46
728 Exxon Mobil Corp	Over 1 Yr	7/27/10	9,665.79	44,086.93		34,421.14
3000 Intel Corp	Over 1 Yr	7/27/10	74,068.40	64,858.90		(9,209.50)
1000 Pepsico	Over 1 Yr	7/27/10	13,818.49	64,968.90		51,150.41
800 Philip Morris	Over 1 Yr	7/27/10	1,143.78	40,927.30		39,783.52
2000 Texas Instruments	Over 1 Yr	11/5/10	68,280.00	61,858.95		(6,421.05)
200 Exxon Mobil Corp	Over 1 Yr	11/5/10	2,655.44	13,967.80		11,312.36
250 Nestle NA	Over 1 Yr	11/5/10	5,325.00	14,467.25		9,142.25
400 Philip Morris International	Over 1 Yr	11/5/10	571.89	24,103.59		23,531.70
200 Procter & Gamble	Over 1 Yr	11/5/10	1,750.27	12,925.84		11,175.57
600 Royal Dutch Petroleum	Over 1 Yr	11/5/10	13,604.03	40,811.30		27,207.27
Sub-Total Capital Gains			238,762.97	567,964.12	0.00	329,201.15
<u>Distributions</u>						
PNC Intern Bond Fund						2,315.77
Vanguard Intern Term Inv Fund						3,479.15
Sub-Total Distributions						5,794.92
TOTAL ALL CAPITAL GAINS			238,762.97	566,865.44	0.00	334,996.07