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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.

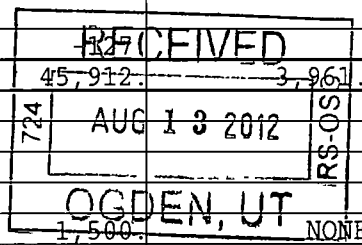
OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THE O'NEILL FOUNDATION		A Employer identification number 76-0517919
Number and street (or P.O. box number if mail is not delivered to street address) KANALY TRUST LTA 5555 SAN FELIPE SUITE 200		B Telephone number (see instructions) () -
City or town, state, and ZIP code HOUSTON, TX 77056		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply.	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 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) <input type="checkbox"/> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
\$ 542,386. (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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	13,074.	13,074.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	32,965.			
	b Gross sales price for all assets on line 6a	165,852.			
	7 Capital gain net income (from Part IV, line 2)		32,965.		
	8 Net short-term capital gain			3,961.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	32.			STMT 2	
12 Total. Add lines 1 through 11	46,071.	45,912.	3,961.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500.	1,500.	NONE	NONE
	c Other professional fees (attach schedule)	6,729.	6,729.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	740.	125.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	8,969.	8,354.	NONE	NONE
	25 Contributions, gifts, grants paid	78,000.			78,000.
26 Total expenses and disbursements. Add lines 24 and 25	86,969.	8,354.	NONE	78,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-40,898.				
b Net investment income (if negative, enter -0-)		37,558.			
c Adjusted net income (if negative, enter -0-)			3,961.		



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For Paperwork Reduction Act Notice, see instructions.

JSA

Form **990-PF** (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	2,221.	511.	511.
	2	Savings and temporary cash investments	36,644.	12,620.	12,620.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 6	25,203.	25,203.	25,770.
	b	Investments - corporate stock (attach schedule) STMT 7	217,384.	203,990.	222,122.
	c	Investments - corporate bonds (attach schedule) STMT 8	111,001.	109,494.	110,893.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 9	149,721.	149,586.	170,470.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	542,174.	501,404.	542,386.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	542,174.	501,404.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	542,174.	501,404.		
31	Total liabilities and net assets/fund balances (see instructions)	542,174.	501,404.		

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)	1 542,174.
2	Enter amount from Part I, line 27a	2 -40,898.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3 690.
4	Add lines 1, 2, and 3	4 501,966.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5 562.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 501,404.

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 PUBLICLY TRADED SECURITIES				
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 155,878.		132,887.	22,991.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			22,991.	
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	32,965.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	3,961.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	19,500.	586,976.	0.033221
2009	87,034.	565,434.	0.153924
2008	39,899.	676,798.	0.058953
2007	45,368.	801,610.	0.056596
2006	8,342.	763,019.	0.010933
2 Total of line 1, column (d)			2 0.313627
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.062725
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 577,540.
5 Multiply line 4 by line 3			5 36,226.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 376.
7 Add lines 5 and 6			7 36,602.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 78,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	}	1	376.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3 Add lines 1 and 2	3		376.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		376.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	123.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	347.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		470.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		94.
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax <input type="checkbox"/> 94. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
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 2011 or the taxable year beginning in 2011 (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 entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 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 BRIAN E. O'NEILL Telephone no. (713) 664-7463
Located at 5114 HOLLY TERRACE DRIVE, HOUSTON, TX ZIP + 4 77056
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2011, 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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country

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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes X 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.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2011 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 2011) 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 2011? 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)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	248,211.
b	Average of monthly cash balances	1b	33,761.
c	Fair market value of all other assets (see instructions)	1c	304,363.
d	Total (add lines 1a, b, and c)	1d	586,335.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	586,335.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,795.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	577,540.
6	Minimum investment return. Enter 5% of line 5	6	28,877.

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	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	NONE
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	NONE
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	NONE

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	78,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	78,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	376.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	77,624.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ _____				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 2011, 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		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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	3,961.				3,961.
b 85% of line 2a	3,367.				3,367.
c Qualifying distributions from Part XII, line 4 for each year listed	78,000.				78,000.
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	78,000.				78,000.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	542,386.	633,055.			1,175,441.
(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	19,251.	NONE			19,251.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

SEE STATEMENT 13

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 22</p>				
Total ▶ 3a				78,000.
b Approved for future payment				
Total ▶ 3b				

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

THE O'NEILL FOUNDATION

Employer identification number

76-0517919

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					1,118.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 2,843.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶					5 3,961.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					8,855.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 20,148.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 1.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶					12 29,004.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		3,961.
14	Net long-term gain or (loss):			
a	Total for year	14a		29,004.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		1.
c	28% rate gain	14c		1,173.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		32,965.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASTON RIVER ROAD DIVIDEND ALL CAP VALUE	34.	34.
AIM CHARTEDELLR FUND CL Y	226.	226.
INVESCO GLOBAL REAL ESTATE FD CL A	157.	157.
CAMBIAR OPPORTUNITY FUND INV CL	114.	114.
CALAMOS CONVERTIBLE FUND CL A	352.	352.
DODGE & COX INCOME FD	1,310.	1,310.
DOUBLELINE TOTAL RETURN BD FD CL I	2,520.	2,520.
DRIEHAUS ACTIVE INCM FD	322.	322.
JOHCM INTL SLCT FD CL I	77.	77.
EATON VANCE STRUCTURED EMRG MKTS CL I	159.	159.
ENTERPRISE PRODUCTS PARTNERS	3.	3.
FEDERATED STRATEGIC VALUE DIVIDEND INSTL	489.	489.
FEDERATED STRATEGIC VALUE DIVIDEND	88.	88.
ABSOLUTE STRATEGIES FUND INSTL SHR	53.	53.
NATIXIS GATEWAY Y	363.	363.
HARDING LOEVNER EMERGING MARKETS	93.	93.
ISHARES TR BARCLAYS TIPS TIPS BOND FUND	13.	13.
ISHARES TR RUSSELL 1000 RUSSELL 1000 GRO	336.	336.
NATIXIS VAUGHAN NELSON SMALL CAP VALUE F	98.	98.
NUVEEN TRADEWINDS INTL VALUE I	438.	438.
PIMCO LOW DURATION II FUND	84.	84.
PIMCO ALL ASSET INSTL CL	1,459.	1,459.
PIMCO COMMODITY REAL RETURN STRAT CL INS	1,362.	1,362.
PIMCO INVESTMENT GRADE CORP BOND INSTITU	1,832.	1,832.
PLAINS ALL AMERN PIPELINE L P	4.	4.
ROYCE MICRO CAP FUND INVESTMENT CL	116.	116.
SCHWAB GOVT MONEY FUND	2.	2.
SCH ADV CASH RESRV PREM	1.	1.
US TREAS NT 3.875%10/12 UST NOTE DUE	969.	969.
TOTAL	13,074.	13,074.

THE O'NEILL FOUNDATION

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FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FOM ENTERPRISE	-858.	-858.
OTHER INCOME FROM PLAINS	111.	111.
FEDERAL TAX REFUND	159.	
OTHER INCOME	620.	620.
TOTALS	32.	-127.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (ALLOCABLE)	1,500.	1,500.		
TOTALS	1,500.	1,500.	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TRUSTEE/EXECUTOR FEES-PRINCIPA	6,729.	6,729.
TOTALS	6,729.	6,729.

THE O'NEILL FOUNDATION

76-0517919

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	492.	
FEDERAL ESTIMATES - PRINCIPAL	123.	
FOREIGN TAXES ON QUALIFIED FOR	125.	125.
TOTALS	740.	125.

THE O'NEILL FOUNDATION

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
US TREAS NT 3.875% 10/12	25,203.	25,770.
TOTALS	25,203.	25,770.
	=====	=====

THE O'NEILL FOUNDATION

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
AIM CHARTER FUND CL Y		
ASTON TAMRO SMALL CAP FD	8,988.	11,558.
CAMBIAR OPPORTUNITY FUND	18,518.	22,038.
CAMBIAR SMALL CAP FD INV	13,094.	12,803.
EATON VANCE STRUCTURED	8,876.	10,455.
FORWARD INTL SMALL CO		
GENEVA ADVS ALL CAP	14,467.	13,226.
HARDING LOEVNER EMERGING	7,631.	9,410.
ISHARES TR RUSSELL 1000	18,340.	24,156.
JOHCM INTL SLCT FD CL I	10,175.	8,664.
NATIXIS VAUGHAN NELSON	13,882.	13,636.
ROYCE MICRO CAP FUND		
STEPHENS SMALL CAP GROWTH	8,983.	9,576.
NUVEEN TRADEWINDS INTL	17,483.	16,476.
ASTON RIVER ROAD	13,722.	13,561.
FEDERATED STRATEGIC	29,413.	30,383.
INVESCO CHARTER FUND CL Y	20,418.	26,180.
	-----	-----
TOTALS	203,990.	222,122.
	=====	=====

THE O'NEILL FOUNDATION

76-0517919

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DODGE & COX INCOME FUND	29,345.	31,617.
DOUBLELINE TOTAL RETURN	44,644.	44,186.
ISHARES TR BARCLAYS TIPS		
PIMCO INVESTMENT GRADE	35,505.	35,090.
PIMCO LOW DURATION II		
TOTALS	109,494.	110,893.

THE O'NEILL FOUNDATION

76-0517919

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	-----

ABSOLUTE OPPTY FD INST	C		19,584.	19,268.
ABSOLUTE STRATEGIES FUND	C		23,992.	27,241.
CALAMOS CONVERTIBLE FUND	C		30,636.	28,277.
ENTERPRISE PRD PRTRNS LP	C		3,006.	12,059.
INVESCO GLOBAL REAL	C		9,324.	8,868.
NATIXIS GATEWAY Y	C		17,463.	19,397.
PIMCO ALL ASSET INSTL CL	C		19,699.	20,931.
PIMCO COMMODITY REAL	C			
PLAINS ALL AMERN PPLN LP	C		4,929.	11,385.
SPDR GOLD TRUST	C		3,933.	7,600.
TURNER SPECTRUM FD INST	C		8,520.	7,928.
DRIEHAUS ACTIVE INCM FD	C		8,500.	7,516.

TOTALS

-----	149,586.	-----	170,470.	=====
=====		=====		=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
INCOME POSTED IN 2011; TAXED IN 2010	20.
FEES POSTED IN 2012; TAXED IN 2011	668.
ROUNDING	2.
TOTAL	----- 690. =====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
FEES POSTED IN 2011; TAXED IN 2010	562.
TOTAL	----- 562. =====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

BRIAN E. O'NEILL

ADDRESS:

5114 HOLLY TERRACE DR
HOUSTON, TX 77056

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

OFFICER NAME:

KATHRYN O'NEILL

ADDRESS:

5114 HOLLY TERRACE DR
HOUSTON, TX 77056

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

OFFICER NAME:

SEAN O'NEILL

ADDRESS:

5114 HOLLY TERRACE DRIVE
HOUSTON, TX 77056

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS
=====

BRIAN E. O'NEILL
KATHRYN T. O'NEILL

RECIPIENT NAME:

THE UNIVERSITY OF MINNESOTA
MEDICAL FOUNDATION

ADDRESS:

200 OAK STREET SE, SUITE 300
MINNEAPOLIS, MN 55455-2030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

DISCALCED CARMELITE NUNS

ADDRESS:

600 FLOWERS AVENUE
DALLAS, TX 75211

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

CHRIST CENTRAL MINISTRY

ADDRESS:

P.O. BOX 311
RIDGELAND, SC 29936

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

UT HEALTH SCIENCE CENTER
WEATHERHEAD PET IMAGING CENTER

ADDRESS:

6431 FANNIN, ROOM 4256
HOUSTON, TX 77030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PRIESTS FOR LIFE

ADDRESS:

PO BOX 141172
STATEN ISLAND, NY 10314

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ST. MICHAEL CATHOLIC CHURCH

ADDRESS:

1801 SAGE ROAD
HOUSTON, TX 77056

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
CORPUS CHRISTI SOCIETAS
ADDRESS:
800 BERING, SUITE 360
HOUSTON, TX 77057
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING FOR PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BISHOP'S STEWARDSHIP APPEAL
ARCHDIOCESE OF CHARLESTON
ADDRESS:
P.O. BOX 818
CHARLESTON, SC 29402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING FOR PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
DIOCESAN SERVICE FUND
GALVESTON/HOUSTON
ADDRESS:
P.O. BOX 907
HOUSTON, TX 77001-9907
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING FOR PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
PROVIDENCE ACADEMY
ADDRESS:
15100 SCHMIDT LAKE ROAD
PROVIDENCE, MN 55455-2030
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING FOR PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
CONVENT OF THE VISITATION
SCHOOL
ADDRESS:
2455 VISITATION DRIVE
MENDOTA HEIGHTS, MN 55120
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING FOR PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ITALIAN CULTURAL-COMMODITY CTR
ADDRESS:
1101 MILFORD STREET
HOUSTON, TX 77006
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING FOR PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

REDEMPTORIST OFFICE FOR
MISSION ADVANCEMENT

ADDRESS:

107 DUKE OF GLOUCESTER STREET
ANAPOLIS, MD 21401-2526

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

STRAKE JESUIT COLLEGE PREP

ADDRESS:

8900 BELLAIRE BOULEVARD
HOUSTON, TX 77036

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

LOUISIANA COLLEGE
SCHOOL OF LAW

ADDRESS:

P.O. BOX 52954
SHREVEPORT, LA 71135-2954

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

THE GLENWOOD CEMETERY
HISTORIC PRESERVATION FDN

ADDRESS:

P.O BOX 696
HOUSTON, TX 77001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

FRANCISCAN CENTER FOR MIGRANT
WORKERS

ADDRESS:

4084 SPRING ISLAND
OKATIE, SC 29909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

NOAH'S ARK

ADDRESS:

4084 SPRING ISLAND
OKATIE, SC 29909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CHRISTUS FOUNDATION FOR
HEALTH CARE
ADDRESS:
P.O. BOX 1919
HOUSTON, TX 77251-1919
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING FOR PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
UT MD ANDERSON CANCER CTR
ADDRESS:
P.O BOX 4464
HOUSTON, TX 77210-4461
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING FOR PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CENACLE RETREAT HOUSE
ADDRESS:
420 NORTH KIRKWOOD
HOUSTON, TX 77079-6807
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDING FOR PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ST. JOSEPH'S DOWNTOWN
CATHOLIC CHURCH

ADDRESS:

623 EAST COMMERCE STREET
SAN ANTONIO, TX 78205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

LOW COUNTRY INSTITUTE

ADDRESS:

174 CALLAWASSIE DRIVE
OKATIE, SC 29909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

THE UNIVERSITY OF ST. THOMAS
MARDI GRAS 2012

ADDRESS:

3800 MONTROSE BOULEVARD
HOUSTON, TX 77006-4526

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ARCHDIOCESE OF MINNEAPOLIS /
ST. PAUL

ADDRESS:

226 SUMMIT STREET
ST. PAUL, MN 55102-2121

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

CATHOLIC CHARITIES OF HOUSTON

ADDRESS:

2900 LOUISIANA STREET
HOUSTON, TX 77006

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING FOR PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID:

78,000.

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Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE O'NEILL FOUNDATION	<input checked="" type="checkbox"/> X Employer identification number (EIN) or 76-0517919
	Number, street, and room or suite no. If a P.O. box, see instructions. KANALY TRUST LTA 5555 SAN FELIPE SUITE 200	<input type="checkbox"/> Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. HOUSTON, TX 77056	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ BRIAN E. O'NEILL

Telephone No. ▶ (713) 664-7463 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ **X** calendar year 2011 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	470.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	123.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	347.

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

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