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Form **990-PF**

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

OMB No. 1545-0052

2012

Open to Public Inspection

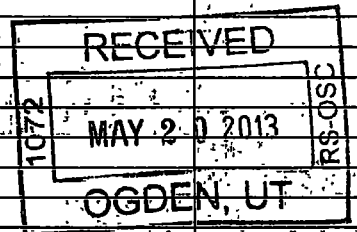
Department of the Treasury
 Internal Revenue Service

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

For calendar year 2012 or tax year beginning **2012**, 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) - -
Room/suite		
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		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) ▶ \$ 397,928.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis.)		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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).)				
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	9,280.	9,280.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	26,909.			
b Gross sales price for all assets on line 6a 291,718.				
7 Capital gain net income (from Part IV, line 2)		26,909.		
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) (attach schedule)				
11 Other income (attach schedule)	3,187.	3,187.		STMT 2
12 Total. Add lines 1 through 11	39,376.	39,376.		
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) STMT 3	1,500.	1,500.	NONE	NONE
c Other professional fees (attach schedule) STMT 4	6,139.	6,139.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	406.	153.		
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	8,045.	7,792.	NONE	NONE
25 Contributions, gifts, grants paid	182,750.			182,750.
26 Total expense and disbursements. Add lines 24 and 25	190,795.	7,792.	NONE	182,750.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-151,419.			
b Net investment income (if negative, enter -0-)		31,584.		
c Adjusted net income (if negative, enter -0-)				



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JSA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	511.	351.	351.
	2	Savings and temporary cash investments	12,620.	71,425.	71,425.
	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)	25,203.		
	b	Investments - corporate stock (attach schedule)	203,990.	145,711.	171,149.
	c	Investments - corporate bonds (attach schedule)	109,494.	49,752.	52,545.
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	149,586.	84,096.	102,458.	
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)	501,404.	351,335.	397,928.	
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	501,404.	351,335.	
	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)	501,404.	351,335.		
31	Total liabilities and net assets/fund balances (see instructions)	501,404.	351,335.		

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)	1 501,404.
2	Enter amount from Part I, line 27a	2 -151,419.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 10	3 2,018.
4	Add lines 1, 2, and 3	4 352,003.
5	Decreases not included in line 2 (itemize) FEES POSTED IN 2012; TAXED IN 2011	5 668.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 351,335.

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 291,718.		264,809.	26,909.	
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			26,909.	
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 26,909.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3

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))
2011	77,624.	577,540.	0.134405
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
2 Total of line 1, column (d)			2 0.437099
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 0.087420
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 483,404.
5 Multiply line 4 by line 3			5 42,259.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 316.
7 Add lines 5 and 6			7 42,575.
8 Enter qualifying distributions from Part XII, line 4			8 182,750.

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)	1	316.
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	316.
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	316.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	188.
b Exempt foreign organizations - tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	188.
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	128.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> 11	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
1c 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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
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
4b 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) ▶ 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 <i>General Instruction G</i> ? <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 2012 or the taxable year beginning in 2012 (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 2012, 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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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 2012 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 2012.) 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 2012? 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
BRIAN E. O'NEILL 5114 HOLLY TERRACE DR, HOUSTON, TX 77056	PRESIDENT 20	-0-	-0-	-0-
KATHRYN O'NEILL 5114 HOLLY TERRACE DR, HOUSTON, TX 77056	VICE PRESIDENT 20			
SEAN O'NEILL 5114 HOLLY TERRACE DRIVE, HOUSTON, TX 77056	VICE PRESIDENT 20			

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	216,533.
b	Average of monthly cash balances	1b	37,626.
c	Fair market value of all other assets (see instructions)	1c	236,606.
d	Total (add lines 1a, b, and c)	1d	490,765.
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	490,765.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,361.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	483,404.
6	Minimum investment return. Enter 5% of line 5	6	24,170.

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	24,170.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	316.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	316.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,854.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	23,854.
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	23,854.

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	182,750.
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	182,750.
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	316.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	182,434.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				23,854.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years: 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>182,750.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				23,854.
e Remaining amount distributed out of corpus	158,896.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	158,896.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	158,896.			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	158,896.			

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

NOT APPLICABLE

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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 11

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 or e-mail 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>				<p>182,750.</p>
Total				▶ 3a 182,750.
b Approved for future payment				
Total				▶ 3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalty of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Brian O'Heilly, Date: 5/10/2013, Title: President.

Paid Preparer Use Only Print/Type preparer's name: LOUIS J. DEROSE, Preparer's signature: [Signature], Date: 05/09/2013, Check self-employed if PTIN: P00000482, Firm's name: THOMSON REUTERS (TAX & ACCOUNTING), Firm's EIN: 75-1297386, Firm's address: 343 THORNALL AVENUE, SUITE 710, EDISON, NJ 08837, Phone no.: 800-872-1041.

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	392.	392.
AIM CHARTEDELLR FUND CL Y	229.	229.
AQR MULTI STRATEGY ALT FD CL I	10.	10.
CAMBIAR OPPORTUNITY FUND INV CL	175.	175.
CALAMOS CONVERTIBLE FUND CL A	91.	91.
DODGE & COX INCOME FD	476.	476.
DOUBLELINE TOTAL RETURN BD FD CL I	2,458.	2,458.
DRIEHAUS ACTIVE INCM FD	186.	186.
JOHCM INTL SLCT FD CL I	53.	53.
EATON VANCE STRUCTURED EMRG MKTS CL I	140.	140.
ENTERPRISE PRODUCTS PARTNERS	4.	4.
FEDERATED STRATEGIC VALUE DIVIDEND INSTL	1,128.	1,128.
GATEWAY FUND CL Y	339.	339.
HARDING LOEVNER EMERGING MARKETS	95.	95.
HARDING LOEVNER INTL EQTY PORT INV CL	35.	35.
ISHARES DJ SELECT DIV FD SELECT DIVIDEND	61.	61.
ISHARES TR RUSSELL 1000 RUSSELL 1000 GRO	371.	371.
MARKET VECTORS ETF TRUST GOLD MINERS FUN	98.	98.
NATIXIS VAUGHAN NELSON SMALL CAP VALUE F	89.	89.
PIMCO ALL ASSET INSTL CL	939.	939.
PIMCO INVESTMENT GRADE CORP BOND INSTITU	936.	936.
PLAINS ALL AMERN PIPELINE L P	2.	2.
SCHWAB GOVT MONEY FUND	4.	4.
US TREAS NT 3.875%10/12 UST NOTE	969.	969.
TOTAL	9,280.	9,280.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	3,187.	3,187.

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	6,139.	6,139.
TOTALS	6,139.	6,139.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	253.	
FEDERAL ESTIMATES - PRINCIPAL	94.	94.
FOREIGN TAXES ON QUALIFIED FOR	51.	51.
FOREIGN TAXES ON NONQUALIFIED	8.	8.
TOTALS	406.	153.

THE O'NEILL FOUNDATION

76-0517919

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

DESCRIPTION

US TREAS NT 3.875% 10/12

TOTALS

THE O'NEILL FOUNDATION

76-0517919

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERICAN BEACON STEPHENS	5,279.	6,081.
ASTON TAMRO SMALL CAP FD	5,556.	7,533.
CAMBIAR OPPORTUNITY FUND	12,179.	16,109.
CAMBIAR SMALL CAP FD INV	7,394.	8,057.
EATON VANCE STRUCTURED	5,850.	8,157.
EDGEWOOD GROWTH RETAIL	14,315.	14,138.
GENEVA ADVS ALL CAP	8,880.	9,027.
HARDING LOEVNER EMERGING	8,289.	11,413.
ISHARES TR RUSSELL 1000	8,931.	14,277.
JOHCM INTL SLCT FD CL I	8,056.	7,876.
NATIXIS VAUGHAN NELSON	8,914.	9,347.
HARDING LOEVNER INTL	5,322.	5,690.
ASTON RIVER ROAD	9,369.	9,423.
FEDERATED STRATEGIC	18,635.	19,978.
INVECO CHARTER FUND CL Y	12,365.	17,747.
ISHARES DJ SELECT DIV FD	6,377.	6,296.
TOTALS	145,711.	171,149.

THE O'NEILL FOUNDATION

76-0517919

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DODGE & COX INCOME FUND	10,468.	11,753.
DOUBLELINE TOTAL RETURN	24,328.	24,834.
PIMCO INVESTMENT GRADE	14,956.	15,958.
TOTALS	49,752.	52,545.

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	13,291.	13,111.
ABSOLUTE STRATEGIES FUND	C	15,739.	17,930.
ENTERPRISE PRD PRNRS LP	C	1,097.	6,711.
PIMCO ALL ASSET INSTL CL	C	10,694.	12,397.
AQR MULTI STRATEGY ALT	C	7,031.	7,126.
PLAINS ALL AMERN PPLN LP	C	2,259.	7,193.
SPDR GOLD TRUST	C	8,117.	12,314.
DRIEHAUS ACTIVE INCM FD	C	5,278.	4,975.
GATEWAY FUND CL Y	C	10,539.	12,026.
MARKET VECTORS ETF TRUST	C	10,051.	8,675.
TOTALS		84,096.	102,458.

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

=====

DESCRIPTION -----	AMOUNT -----
FEES POSTED IN 2013; TAXED IN 2012	782.
BASIS ADJUSTMENT TO UNITS SOLD DURING 2012	1,033.
AMORTIZATION- USGI	203.

TOTAL	2,018.
	=====

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

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 MISSIONS
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 15,000.

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:
ARCHDIOCESE OF MINNEAPOLIS
ST. PAUL
ADDRESS:
226 SUMMIT STREET
ST. PAUL, MN 55102-2121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
AIM HIGHER INITIATIVE
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
ST. MICHAELS CATHOLIC SCHOOL
ADDRESS:
1833 SAGE ROAD
HOUSTON, TX 77056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
501 (C) (3)
AMOUNT OF GRANT PAID 75,000.

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 13,000.

=====

RECIPIENT NAME:

BISHOP'S STWRDSHIP APPEAL
ARCHD. 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 3,000.

RECIPIENT NAME:

DIOCESAN SERVICES FUND
ARCHD. OF GALVESTON/HOUSTON

ADDRESS:

P.O. BOX 907
HOUSTON, TX 77001-9907

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

ETWN
ADDRESS:
5817 OLD LEEDS ROAD
IRONDALE, AL 35210-9948

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NOAH'S ARK
ADDRESS:
4084 SPRING ISLAND
OKATIE, SC 29909
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FRANCISCAN CENTER FOR
MIGRANT WORKERS
ADDRESS:
4084 SPRING ISLAND
OKATIE, SC 29909
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MEDERI FOUNDATION
ADDRESS:
127 CLEAR CREEK DRIVE
ASHLAND, OR 97520
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:
THE BROOKWOOD COMMUNITY
ADDRESS:
1752 FM 1489
BROKKSHERE, TX 77423
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
MDA/ALS DIVISION
2189 NORTHLAKE PARKWAY
ADDRESS:
BLDG. 10, SUITE 100
TUCKER, GA 30084
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
JOHN PAUL II CATHOLIC SCHOOL
ADDRESS:
P.O. BOX 1260
BLUFFTON, SC 29910
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
STRAKE JESUIT COLLEGE PREP
ADDRESS:
8900 BELLAIRE BLVD.
HOUSTON, TX 77036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
OBLATE MISSIONS OF
MARY IMMACULATE (S.A.)
ADDRESS:
P.O. BOX 96
SAN ANTONIO, TX 78291
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
PRIESTS OF THE SACRED HEART
SACRED HEART MONASTERY
ADDRESS:
P.O. BOX 900
HALES CORNERS, WI 53130-0900
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SACRED HEART LEAGUE
SOUTHERN MISSIONS
ADDRESS:
P.O. BOX 300
WALLS, MO 38680
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ST. JUDE SHRINE
ADDRESS:
512 WEST SARATOGA STREET
BALTIMORE, MD 21201-1896
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
NATIONAL SHRINE OF ST. JUDE
ADDRESS:
205 W. MONROE STREET
CHICAGO, IL 60680-4837
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
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 PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
UNITED WAY OF BEAUFORT CO.
ADDRESS:
2266 BOUNDARY STREET
BEAUFORT, SC 29901-0202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
EAST-WEST MINISTRIES
ADDRESS:
P.O. BOX 868050
PLANO, TX 75086-8050
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
THE COVENANT HOUSE
FAIRVIEW STATION
ADDRESS:
P.O. BOX 66330
HOUSTON, TX 77266-6330
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
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 PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
THE JOSEPHITES
ADDRESS:
1130 NORTH CALVERT STREET
BALTIMORE, MD 21202-3802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CATHOLIC CHARITIES-HOUSTON
ADDRESS:
2900 LOUISIANA STREET
HOUSTON, TX 77006
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 3,000.

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

RECIPIENT NAME:
UNIVERSITY OF TEXAS
M D ANDERSON CANCER CENTER
ADDRESS:
P.O. BOX 4464
HOUSTON, TX 77210-4461
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
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 PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CASA ESPERANZA
ADDRESS:
P.O. BOX 66581
HOUSTON, TX 77266
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
UT HEALTH SCIENCE CENTER
WEATHERHEAD PET IMAGING CTR
ADDRESS:
6431 FANNIN, ROOM 4256
HOUSTON, TX 77030
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
501(C) (3)
AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 182,750.
=====

**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.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No. 1545-0092

2012

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					468.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,381.
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 2011 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	1,849.

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					3,008.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	22,051.
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 2011 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	25,060.

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

Schedule D (Form 1041) 2012

JSA

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KY3279 512T 05/09/2013 08:58:41

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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		1,849.
14	Net long-term gain or (loss):			
a	Total for year	14a		25,060.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		1.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		26,909.

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	()
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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 \$2,400	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 2012 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 2012 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	

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

THE O'NEILL FOUNDATION

76-0517919

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

(a) Description of property (Example 100 sh. 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) Subtract (e) from (d)
6a 1355.907 DODGE & COX INCOM	07/01/2009	01/03/2012	18,000.00	16,738.00	1,262.00
53. ENTERPRISE PRODUCTS PA	06/26/2009	01/03/2012	2,461.00	1,218.00	1,243.00
1454.017 PIMCO INVESTMENT BOND INSTITUTIONAL	12/08/2010	01/03/2012	15,000.00	15,351.00	-351.00
932.448 INVESCO GLOBAL REA CL A	12/15/2010	03/05/2012	9,837.00	9,324.00	513.00
763.14 NUVEEN TRADEWINDS I	06/22/2010	03/26/2012	17,456.00	17,483.00	-27.00
1104.831 CALAMOS CONVERTIB	06/22/2010	06/19/2012	18,981.00	20,708.00	-1,727.00
416.647 CALAMOS CONVERTIBL	06/22/2010	08/17/2012	7,375.00	7,683.00	-308.00
724.02 TURNER SPECTRUM FD	03/07/2011	09/14/2012	7,923.00	8,520.00	-597.00
216.868 ASTON TAMRO SMALL	07/01/2009	10/11/2012	4,656.00	2,980.00	1,676.00
642.14 AIM CHARTEDELLR FUN	06/26/2009	10/11/2012	11,500.00	8,053.00	3,447.00
422.06 CAMBIAR OPPORTUNITY	06/22/2010	10/11/2012	7,500.00	6,339.00	1,161.00
339.175 CAMBIAR SMALL CAP	12/15/2010	10/11/2012	6,000.00	5,820.00	180.00
311.572 AMERICAN BEACON ST CAP GWTH INV	05/13/2010	10/11/2012	4,116.00	3,324.00	792.00
173.271 DODGE & COX INCOME	07/01/2009	10/11/2012	2,385.00	2,139.00	246.00
1814.11 DOUBLELINE TOTAL R CL I	08/11/2011	10/11/2012	20,679.00	20,316.00	363.00
284.63 DRIEHAUS ACTIVE INC	03/07/2011	10/11/2012	3,000.00	3,222.00	-222.00
155.265 JOHCM INTL SLCT FD	12/15/2010	10/11/2012	2,000.00	2,119.00	-119.00
278.586 EATON VANCE STRUCT MKTS CL I	06/22/2010	10/11/2012	4,000.00	3,026.00	974.00
73. ENTERPRISE PRODUCTS PA	06/26/2009	10/11/2012	3,898.00	1,717.00	2,181.00
411.219 FEDERATED STRATEGI DIVIDEND INSTL	07/12/2011	10/11/2012	2,102.00	1,924.00	178.00
835.783 ABSOLUTE STRATEGIE SHR	06/26/2009	10/11/2012	9,374.00	8,129.00	1,245.00
519.862 ABSOLUTE OPPTY FD	09/07/2011	10/11/2012	6,000.00	6,292.00	-292.00
291.424 GATEWAY FUND CL Y	07/01/2009	10/11/2012	8,000.00	6,924.00	1,076.00
1.088 HARDING LOEVNER EMER	10/03/2008	10/11/2012	53.00	38.00	15.00
200. ISHARES TR RUSSELL 10 1000 GROWTH	05/14/2010	10/11/2012	13,183.00	9,409.00	3,774.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

FEDERAL CAPITAL GAIN DIVIDENDS
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SHORT-TERM CAPITAL GAIN DIVIDENDS

ASTON TAMRO SMALL CAP FD CL N	68.00
ASTON TAMRO SMALL CAP FD CL N	86.00
ASTON RIVER ROAD DIVIDEND ALL CAP VALUE	76.00
ASTON RIVER ROAD DIVIDEND ALL CAP VALUE	6.00
AQR MULTI STRATEGY ALT FD CL I	11.00
NATIXIS VAUGHAN NELSON SMALL CAP VALUE FUND C	70.00
PIMCO INVESTMENT GRADE CORP BOND INSTITUTIONA	152.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS 468.00
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ASTON TAMRO SMALL CAP FD CL N	546.00
ASTON RIVER ROAD DIVIDEND ALL CAP VALUE	281.00
CAMBIAR SMALL CAP FD INV	120.00
AMERICAN BEACON STEPHENS SM CAP GWTH INV	386.00
ENTERPRISE PRODUCTS PARTNERS	209.00
FEDERATED STRATEGIC VALUE DIVIDEND INSTL	10.00
HARDING LOEVNER EMERGING MARKETS	696.00
NATIXIS VAUGHAN NELSON SMALL CAP VALUE FUND C	592.00
PIMCO INVESTMENT GRADE CORP BOND INSTITUTIONA	169.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 3,008.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 3,008.00
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