



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter Social Security numbers on this form as it may be made public

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation  
**THE O'NEILL FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)  
**KANALY TRUST LTA 5555 SAN FELIPE SUITE 200**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code  
**HOUSTON, TX 77056**

**A Employer identification number**  
76-0517919

**B Telephone number (see instructions)**  
- -

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

**G** Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 351,195.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

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	6,824.	6,824.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,040.			
	b Gross sales price for all assets on line 6a	67,115.			
	7 Capital gain net income (from Part IV, line 2)		9,040.		
	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)	115.	115.		STMT 2	
12 Total. Add lines 1 through 11	15,979.	15,979.			
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	4,923.	4,923.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	592.	368.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	40.	40.		
	24 Total operating and administrative expenses. Add lines 13 through 23	7,055.	6,831.	NONE	NONE
	25 Contributions, gifts, grants paid	88,500.			88,500.
26 Total expenses and disbursements. Add lines 24 and 25	95,555.	6,831.	NONE	88,500.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-79,576.				
b Net investment income (if negative, enter -0-)		9,148.			
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 28 2014

RECEIVED  
MAY 21 2014  
CODEN, UT

93

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 . . . . .		351.		
	2	Savings and temporary cash investments . . . . .		71,425.	49,703.	49,703.
	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 7			
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 8	145,711.	145,980.	210,614.
	c	Investments - corporate bonds (attach schedule) . . . . .	STMT 9	49,752.	49,752.	49,797.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .	STMT 10	84,096.	25,679.	41,081.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		351,335.	271,114.	351,195.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				NONE	
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .		351,335.	271,114.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		351,335.	271,114.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		351,335.	271,114.		

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) . . . . .	1 351,335.
2	Enter amount from Part I, line 27a . . . . .	2 -79,576.
3	Other increases not included in line 2 (itemize) ▶ FEES POSTED IN 2014; TAXED IN 2013 . . . . .	3 334.
4	Add lines 1, 2, and 3 . . . . .	4 272,093.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11 . . . . .	5 979.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 271,114.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 67,115.		58,075.	9,040.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>			9,040.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }	<b>2</b>	9,040.	
<b>3</b> 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 }	<b>3</b>	

**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))
2012	182,434.	483,404.	0.377394
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.757897
<b>3</b> 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			<b>3</b> 0.151579
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 370,538.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 56,166.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 91.
<b>7</b> Add lines 5 and 6			<b>7</b> 56,257.
<b>8</b> 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.			<b>8</b> 88,500.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total amount overpaid is 225, and amount refunded is 133.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns for 'Yes' and 'No'. Includes questions about political activities, unrelated business income, and substantial contributors.

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 2013, 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 2013? . . . . . 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . 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 2013 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 2013.) . . . . . 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 2013? . . . . . 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  **6b** X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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	-0-	-0-	-0-
SEAN O'NEILL 5114 HOLLY TERRACE DRIVE, HOUSTON, TX 77056	VICE PRESIDENT 20	-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
-----		
-----		
-----		
-----		
<b>Total</b> 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	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	195,309.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	46,572.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	134,300.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	376,181.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	376,181.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	5,643.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	370,538.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	18,527.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2a</b>	NONE
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	NONE
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	NONE
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	NONE

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	88,500.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4. . . . .	<b>4</b>	88,500.
<b>5</b>	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) . . . . .	<b>5</b>	91.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	88,409.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .				
<b>b</b> From 2009 . . . . .				
<b>c</b> From 2010 . . . . .				
<b>d</b> From 2011 . . . . .				
<b>e</b> From 2012 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4. ► \$ _____				
<b>a</b> Applied to 2012, but not more than line 2a . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				
<b>e</b> Remaining amount distributed out of corpus . . .				
<b>5</b> Excess distributions carryover applied to 2013 . . . . . <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . .				
<b>b</b> Excess from 2010 . . .				
<b>c</b> Excess from 2011 . . .				
<b>d</b> Excess from 2012 . . .				
<b>e</b> Excess from 2013 . . .				

**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 2013, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> 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>b</b> 85% of line 2a . . . . .			3,367.		3,367.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	88,500.		78,000.		166,500.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	88,500.		78,000.		166,500.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .	351,195.	397,928.	542,386.	633,055.	1,924,564.
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .	12,351.	NONE	19,251.	NONE	31,602.
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization. . . . .					
<b>(4)</b> 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 12

**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 address 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
a <i>Paid during the year</i>  SEE STATEMENT 22				88,500.
<b>Total</b> ..... ▶ <b>3a</b>				88,500.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASTON TAMRO SMALL CAP FUND-N	17.	17.
ASTON RIVER RD DIV ALL CAP-I	315.	315.
AIM CHARTEDELLR FUND CL Y	446.	446.
AQR MULTI STRATEGY ALT FD-I	369.	369.
CAMBIAR SMALL CAP-INS	259.	259.
CAMBIAR OPPORTUNITY FD-INST	256.	256.
ADVISERS INVT TR JOHCM INTL SL I	47.	47.
AMERICAN BEACON ST S/C GR-IS	25.	25.
DODGE & COX INCOME FD	352.	352.
DOUBLELINE TOTL RET BND-I	1,216.	1,216.
DRIEHAUS ACTIVE INCOME FUND	101.	101.
PARAMETRIC EMERGING MRKTS-I	147.	147.
FEDERATED STRAT VAL DVD-INST	794.	794.
GATEWAY FUND-Y	101.	101.
HARDING LOEVNER EMG MKTS	112.	112.
HARDING LOEVNER INTL EQTY-IV	33.	33.
ISHARES SELECT DIVIDEND ETF	240.	240.
ISHARES RUSSELL 1000 GROWTH	242.	242.
NATIXIS VAUGHAN NEL S/C VL-Y	503.	503.
PIMCO ALL ASSET FUND-INSTITU	583.	583.
PIMCO INVESTMENT GRD CORP-IN	662.	662.
SCHWAB GOVT MONEY FUND	4.	4.
TOTAL	6,824.	6,824.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ENRON LITIGATION	29.	29.
ENTERPRISE PRODUCTS PARTNERS	-115.	-115.
ENTERPRISE NET SECTION 1231 GAIN	5.	5.
PLAINS ALL AMERICAN	198.	198.
PLAINS ALL AMERICAN NET SECTION 1231	-2.	-2.
TOTALS	115.	115.

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	4,923.	4,923.
TOTALS	4,923.	4,923.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	224.	
FEDERAL ESTIMATES - PRINCIPAL	316.	316.
FOREIGN TAXES ON QUALIFIED FOR	50.	50.
FOREIGN TAXES ON NONQUALIFIED	2.	2.
TOTALS	592.	368.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	40.	40.
TOTALS	40.	40.

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	5,301.	8,341.
ASTON TAMRO SMALL CAP FD	5,556.	8,775.
CAMBIAR OPPORTUNITY FUND	12,179.	21,019.
CAMBIAR SMALL CAP FD INV	7,394.	9,849.
EATON VANCE STRUCTURED		
EDGEWOOD GROWTH RETAIL	14,315.	19,194.
GENEVA ADVS ALL CAP	8,880.	12,165.
HARDING LOEVNER EMERGING	8,289.	11,483.
ISHARES TR RUSSELL 1000	8,931.	18,737.
JOHCM INTL SLCT FD CL I	8,056.	10,845.
NATIXIS VAUGHAN NELSON	9,161.	11,315.
HARDING LOEVNER INTL	5,322.	6,438.
ASTON RIVER ROAD	9,369.	11,508.
FEDERATED STRATEGIC	18,635.	23,381.
INVESCO CHARTER FUND CL Y	12,365.	21,602.
ISHARES DJ SELECT DIV FD	6,377.	7,849.
PARAMETRIC EMERGING MKTS FD	5,850.	8,113.
TOTALS	145,980.	210,614.

THE O'NEILL FOUNDATION

76-0517919

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DODGE & COX INCOME FUND	10,468.	11,474.
DOUBLELINE TOTAL RETURN	24,328.	23,628.
PIMCO INVESTMENT GRADE	14,956.	14,695.
TOTALS	49,752.	49,797.

THE O'NEILL FOUNDATION

76-0517919

FORM 990PF, PART II - OTHER INVESTMENTS

COST/  
FMV  
C OR F

ENDING  
FMV

ENDING  
BOOK VALUE

DESCRIPTION

ABSOLUTE OPPTY FD INST	C		
ABSOLUTE STRATEGIES FUND	C		
ENTERPRISE PRD PRTNRS LP	C	625.	8,884.
PIMCO ALL ASSET INSTL CL	C	10,694.	11,905.
AQR MULTI STRATEGY ALT	C	7,031.	7,039.
PLAINS ALL AMERN PPLN LP	C	2,051.	8,231.
SPDR GOLD TRUST	C		
DRIEHAUS ACTIVE INCM FD	C	5,278.	5,022.
GATEWAY FUND CL Y	C		
MARKET VECTORS ETF TRUST	C		

TOTALS

		25,679.	41,081.
--	--	---------	---------

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

DESCRIPTION	AMOUNT
FEES POSTED IN 2013; TAXED IN 2012	782.
BASIS ADJUSTMENT TO UNITS SOLD DURING 2013	34.
INCOME POSTED IN 2014 TAXED IN 2013	163.
TOTAL	979.

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:

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 ..... 2,500.

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 ..... 10,000.

=====

RECIPIENT NAME:

BISHOP'S STEWARDSHIP APP.  
ARCHDIOCESE/ CHARLESTO

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:

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:

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 ..... 2,500.

=====

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 ..... 2,000.

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 ..... 5,000.

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:

MERERI 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:

OBLATE MISSIONS OF  
MARY IMMACULATE

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:

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:

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 ..... 1,000.

=====

RECIPIENT NAME:

EAST-WEST MINISTRIES

ADDRESS:

P.O. BOX 701560  
DALLAS, TX 75370

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:

CHRISTUS FOUNDATION

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:

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 ..... 2,500.

RECIPIENT NAME:

PENNBURN AT MARYFIELD

ADDRESS:

109 PENNY ROAD  
HIGH POINT, NC

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C)(3) RECIPEINT

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

CHRIST CENTRAL MISSIONS

ADDRESS:

P.O. BOX 311  
RIDGELAND, SC 29936

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C)(3) RECIPEINT

AMOUNT OF GRANT PAID ..... 15,000.

=====

RECIPIENT NAME:

ETERNAL WORD TEL. NET.

ADDRESS:

5817 OLD LEEDS ROAD  
IRONDALE, AL 35210-9948

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

LIGUORI MISSION TEAM

ADDRESS:

TEN LIIGUORI DRIVE  
LIGUORI, MO 63057

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:

REDEMPTORIST PRIESTS AND  
BROTHERS

ADDRESS:

P.O. BOX 4997  
ANNAPOLIS, MD 21403-6997

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID ..... 2,000.

=====

RECIPIENT NAME:

BROOKWOOD COMMUNITY

ADDRESS:

1752 FM 1489

BROOKSHIRE, TX 77423

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

PRIESTS OF THE SACRED HEART

SACRED HEART MONASTERY

ADDRESS:

P.O. BOX 900

HALES CORNERS, WI 53130-0900

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

COVENANT HOUSE

ADDRESS:

P.O. BOX 66330

HOUSTON, TX 77266-6330

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 2,000.

=====

RECIPIENT NAME:

M D ANDERSON CANCER CENTER

ADDRESS:

P.O. BOX 4464

HOUSTON, TX 77210-4464

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

GEORGETOWN VISITATION

MONASTERY

ADDRESS:

1500 35TH STREET, NW

WASHINGTON, DC 2007

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 1,000.

TOTAL GRANTS PAID:

88,500.

=====

**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.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

OMB No 1545-0092

**2013**

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**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .	10,589.	14,236.		-3,647.
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .				<b>4</b>
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>5</b>
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .				<b>6</b> ( )
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . . ▶				<b>7</b> -3,647.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .	50,660.	43,839.		6,821.
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .				<b>11</b>
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>12</b>
<b>13</b> Capital gain distributions . . . . .				<b>13</b> 5,866.
<b>14</b> Gain from Form 4797, Part I . . . . .				<b>14</b>
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .				<b>15</b> ( )
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . . ▶				<b>16</b> 12,687.

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

Schedule D (Form 1041) 2013

JSA  
3F1210 1 000

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>17</b>	Net short-term gain or (loss) . . . . .	<b>17</b>		-3,647.
<b>18</b>	Net long-term gain or (loss):			
a	Total for year . . . . .	<b>18a</b>		12,687.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . .	<b>18b</b>		
c	28% rate gain . . . . .	<b>18c</b>		3,171.
<b>19</b>	Total net gain or (loss). Combine lines 17 and 18a. . . . . ▶	<b>19</b>		9,040.

**Note:** If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

**20** 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 19, column (3) or **b** \$3,000 . . . . . **20** ( )

**Note:** If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

<b>21</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	<b>21</b>		
<b>22</b>	Enter the smaller of line 18a or 19 in column (2) but not less than zero. . . . . <b>22</b>			
<b>23</b>	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) . . . . . <b>23</b>			
<b>24</b>	Add lines 22 and 23 . . . . . <b>24</b>			
<b>25</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ <b>25</b>			
<b>26</b>	Subtract line 25 from line 24. If zero or less, enter -0- . . . . . <b>26</b>			
<b>27</b>	Subtract line 26 from line 21. If zero or less, enter -0- . . . . . <b>27</b>			
<b>28</b>	Enter the smaller of the amount on line 21 or \$2,450 . . . . . <b>28</b>			
<b>29</b>	Enter the smaller of the amount on line 27 or line 28 . . . . . <b>29</b>			
<b>30</b>	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . . . ▶ <b>30</b>			
<b>31</b>	Enter the smaller of line 21 or line 26 . . . . . <b>31</b>			
<b>32</b>	Subtract line 30 from line 26 . . . . . <b>32</b>			
<b>33</b>	Enter the smaller of line 21 or \$11,950 . . . . . <b>33</b>			
<b>34</b>	Add lines 27 and 30 . . . . . <b>34</b>			
<b>35</b>	Subtract line 34 from line 33. If zero or less, enter -0- . . . . . <b>35</b>			
<b>36</b>	Enter the smaller of line 32 or line 35 . . . . . <b>36</b>			
<b>37</b>	Multiply line 36 by 15%. . . . . ▶ <b>37</b>			
<b>38</b>	Enter the amount from line 31 . . . . . <b>38</b>			
<b>39</b>	Add lines 30 and 36 . . . . . <b>39</b>			
<b>40</b>	Subtract line 39 from line 38. If zero or less, enter -0- . . . . . <b>40</b>			
<b>41</b>	Multiply line 40 by 20% . . . . . ▶ <b>41</b>			
<b>42</b>	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . . <b>42</b>			
<b>43</b>	Add lines 37, 41, and 42 . . . . . <b>43</b>			
<b>44</b>	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . . <b>44</b>			
<b>45</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . . ▶ <b>45</b>			



