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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation THE O'NEIL FAMILY FOUNDATION INC		A Employer identification number 26-1313395	
Number and street (or P O box number if mail is not delivered to street address) 2 EAST READ STREET		B Telephone number (see instructions) (410) 837-2544	
City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21202		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 12,033,127		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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)	710,889			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	219	219		
	4 Dividends and interest from securities.	91,397	91,397		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,416,429			
	b Gross sales price for all assets on line 6a 2,980,363				
	7 Capital gain net income (from Part IV, line 2) . . .		1,416,429		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,218,934	1,508,045	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	3,970	1,985	0	1,985
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,307	2,307	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	84	42	0	42
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	6,361	4,334	0	2,027
	25 Contributions, gifts, grants paid	423,000			423,000
	26 Total expenses and disbursements. Add lines 24 and 25	429,361	4,334	0	425,027
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,789,573			
	b Net investment income (if negative, enter -0-)		1,503,711		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	301,990	81,244	81,244
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,531,792	7,542,111	11,951,883
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	5,833,782	7,623,355	12,033,127
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)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	5,833,782	7,623,355	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,833,782	7,623,355	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,833,782	7,623,355	

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	5,833,782
2	Enter amount from Part I, line 27a	2	1,789,573
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,623,355
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,623,355

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	1,416,429
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 page 18 of 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	380,825	8,144,106	0 046761
2011	216,563	6,355,953	0 034072
2010	75,826	4,940,747	0 015347
2009	102,737	3,010,104	0 034131
2008	25,040	1,183,129	0 021164

2	Total of line 1, column (d).	2	0 151475
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 030295
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	10,835,459
5	Multiply line 4 by line 3.	5	328,260
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	15,037
7	Add lines 5 and 6.	7	343,297
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	425,027

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	15,037
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	15,037
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	15,037
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,825
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	7,825
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,212
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 2014 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
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>	2		No
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>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
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>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): ☐ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶THOMAS F O'NEIL JR Telephone no ▶(410) 837-2544			
	Located at ▶11325 JOHN CARROLL RD OWINGS MILLS MD ZIP +4 ▶21117			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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
	See 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.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
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 ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?

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

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?

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
See Additional Data Table				

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				

Total

number of other employees paid over \$50,000.

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	10,521,522
b	Average of monthly cash balances.	1b	478,944
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,000,466
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	11,000,466
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	165,007
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,835,459
6	Minimum investment return. Enter 5% of line 5.	6	541,773

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	541,773
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	15,037
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,037
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	526,736
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	526,736
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	526,736

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	425,027
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	425,027
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	15,037
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	409,990
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
1 Distributable amount for 2013 from Part XI, line 7				526,736
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			325,236	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 425,027				
a Applied to 2012, but not more than line 2a			325,236	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				99,791
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				426,945
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

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

THOMAS F O'NEIL JR
11325 JOHN CARROLL RD
OWINGS MILLS, MD 21117
(410) 837-2544
N/A

b

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

UNSPECIFIED

c

Any submission deadlines

NONE

d

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

TO ADVANCE CHARITABLE PURPOSES

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	423,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
400 SH JACOBS ENGR GRP	P	2008-10-25	2013-07-11
100 SH JACOBS ENGR GRP	P	2008-11-21	2013-07-11
1000 SH RANGE RESOURCES CORP	P	2010-09-22	2013-07-11
10000 SH APPLIED MINERALS INC	P	2005-01-10	2013-08-09
1400 SH AMERICAN TOWER REIT INC	P	2002-08-16	2013-08-01
200 SH AMERICAN TOWER REIT INC	P	2002-08-16	2013-08-22
1300 SH AMERICAN TOWER REIT INC	P	2008-11-21	2013-08-22
250SH DEALERTRACK TECHNOLOGIES	P	2010-05-07	2013-08-22
1420 SH NUANCE COMMUNICATIONS INC	P	2002-04-25	2013-08-01
1720 SH NUANCE COMMUNICATIONS INC	P	2003-03-13	2013-08-01
1980 SH NUANCE COMMUNICATIONS INC	P	2003-11-05	2013-08-01
400 SH PRICE T ROWE GROUP INC	P	2008-10-24	2013-08-23
100 SH PRICE T ROWE GROUP INC	P	2008-12-05	2013-08-23
398 SH AMERICAN TOWER REIT	P	2008-11-21	2013-09-17
1702 SH AMERICAN TOWER REIT	P	2008-11-21	2013-09-17
400 SH AMERICAN TOWER REIT	P	2008-11-21	2013-09-17
650 SH REDNED INC	P	2008-12-05	2013-08-29
150 SH REDNED INC	P	2009-11-05	2013-08-29
450 SH REDNED INC	P	2009-11-05	2013-09-20
550 SH REDNED INC	P	2011-06-07	2013-09-20
1500 SH THREE D SYSTEMS	P	2011-05-11	2013-09-25
1000 SH APPLIED MINERALS INC	P	2005-01-10	2013-10-17
9000 SH APPLIED MINERALS INC	P	2005-01-10	2013-10-18
700 SH CONCUR TECHNOLOGIES INC	P	2011-09-22	2013-09-30
450 SH REDNED INC	P	2011-06-07	2013-09-27
1500 SH RESMED INC	P	2011-12-14	2013-09-27
1000 SH FINL ENGINES	P	2012-05-22	2013-12-17
2000 SH PRICE T ROWE GROUP INC	P	2001-09-18	2013-12-13
2000 SH PRICE T ROWE GROUP INC	P	2002-07-24	2013-12-13
200 SH PRICE T ROWE GROUP INC	P	2003-02-10	2013-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
20 SH PRICE T ROWE GROUP INC	P	2008-07-10	2013-12-13
400 SH PRICE T ROWE GROUP INC	P	2008-12-05	2013-12-13
600 SH PRICE T ROWE GROUP INC	P	2009-03-05	2013-12-13
500 SH PRICE T ROWE GROUP INC	P	2011-07-07	2013-12-13
1000 SH PRICE T ROWE GROUP INC	P	2011-07-18	2013-12-13
1500 SH THREE D SYSTEMS	P	2011-05-11	2013-12-09
2500 SH THE MOSAIC COMPANY	P	2011-05-19	2013-12-26
350 SH FINL ENGINES INC	P	2012-05-22	2014-01-08
200 SH THREE D SYSTEMS	P	2011-05-11	2014-01-06
5000 SH REALPAGE INC	P	2012-10-11	2014-02-25
2000 SH REALPAGE INC	P	2013-08-08	2014-02-25
800 SH DEALERTRACK TECHNOLOGIES	P	2010-05-07	2014-03-14
600 SH ROPER INDUSTRIES INC	P	2008-12-05	2014-03-12
400 SH ROPER INDUSTRIES INC	P	2010-05-20	2014-03-12
2000 SH CLEAN HARBORS INC	P	2012-11-16	2014-04-03
1400 SH CLEAN HARBORS INC	P	2013-08-05	2014-04-03
15000 SH APPLIED MINERALS INC	P	2005-01-10	2014-05-21
15000 SH APPLIED MINERALS INC	P	2005-01-10	2014-05-22
1000 SH ANADARKO PETE CORP	P	2010-07-08	2014-05-19
1000 SH ANADARKO PETE CORP	P	2010-07-08	2014-05-19
1500 SH CARTER HOLDINGS INC	P	2013-05-30	2014-05-12
500 SH CARTER HOLDINGS INC	P	2013-06-11	2014-05-12
500 SH CARTER HOLDINGS INC	P	2013-06-21	2014-05-12
10000 SH APPLIED MINERALS INC	P	2005-01-12	2014-06-20
1350 SH CONCHO RESOURCES INC	P	2012-04-19	2014-05-28
375 SH CONCHO RESOURCES INC	P	2012-06-25	2014-05-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
22,774		11,917	10,857
5,693		2,726	2,967
75,352		35,793	39,559
10,534		4,410	6,124
100,774		3,308	97,466
13,669		472	13,197
88,851		27,235	61,616
9,998		3,976	6,022
26,854		7,995	18,859
32,527		4,733	27,794
37,444		12,409	25,035
28,827		12,282	16,545
7,207		3,173	4,034
29,472		8,338	21,134
126,035		35,674	90,361
29,620		945	28,675
31,242		11,446	19,796
7,210		3,769	3,441
23,792		11,305	12,487
29,079		17,127	11,952
82,498		19,642	62,856
1,115		441	674
10,248		3,969	6,279
77,254		25,270	51,984
23,599		14,013	9,586
78,664		35,374	43,290
66,236		20,258	45,978
156,327		32,515	123,812
156,327		23,804	132,523
15,633		2,485	13,148

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,563		1,042	521
31,266		12,690	18,576
46,898		12,974	33,924
39,082		31,020	8,062
78,164		57,155	21,009
112,918		19,642	93,276
116,894		166,143	-49,249
23,681		7,090	16,591
18,502		2,619	15,883
79,140		115,517	-36,377
31,656		42,099	-10,443
42,425		12,724	29,701
80,414		24,419	55,995
53,609		23,280	30,329
106,035		112,156	-6,121
74,225		80,653	-6,428
10,914		6,615	4,299
11,119		6,615	4,504
99,940		42,550	57,390
99,940		42,546	57,394
111,148		107,223	3,925
37,049		35,552	1,497
37,049		36,550	499
7,605		4,810	2,795
175,517		133,968	41,549
48,755		29,478	19,277

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,857
			2,967
			39,559
			6,124
			97,466
			13,197
			61,616
			6,022
			18,859
			27,794
			25,035
			16,545
			4,034
			21,134
			90,361
			28,675
			19,796
			3,441
			12,487
			11,952
			62,856
			674
			6,279
			51,984
			9,586
			43,290
			45,978
			123,812
			132,523
			13,148

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			521
			18,576
			33,924
			8,062
			21,009
			93,276
			-49,249
			16,591
			15,883
			-36,377
			-10,443
			29,701
			55,995
			30,329
			-6,121
			-6,428
			4,299
			4,504
			57,390
			57,394
			3,925
			1,497
			499
			2,795
			41,549
			19,277

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS F O'NEIL JR	DIRECTOR 2 00	0	0	0
11325 JOHN CARROLL RD OWINGS MILLS, MD 21117				
PAMELA B O'NEIL	DIRECTOR 1 00	0	0	0
11325 JOHN CARROLL RD OWINGS MILLS, MD 21117				
THOMAS F O'NEIL III	DIRECTOR 1 00	0	0	0
265 ELIZABETH STREET NEW YORK, NY 10012				
STEPHEN B O'NEIL	DIRECTOR 1 00	0	0	0
11325 JOHN CARROLL RD OWINGS MILLS, MD 21117				
MICHAEL N O'NEIL	DIRECTOR 1 00	0	0	0
11325 JOHN CARROLL RD OWINGS MILLS, MD 21117				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAVES VALLEY GOLF CLUB FOUNDATION INC 2910 BLENDON ROAD OWING MILLS,MD 21117		501(C)(3)	CHARITABLE	10,000
CRISTO REY JESUIT HIGH SCHOOL 420 S CHESTER STREET BALTIMORE,MD 21231		501(C)(3)	CHARITABLE	176,500
GLOBAL HEALTH MINISTRY 3805 WEST CHESTER PIKE SUITE 100 NEWTOWN,PA 19073		501(C)(3)	CHARITABLE	1,000
GOODWILL INDUSTRIES OF THE CHESAPEAKE 800 CENTRAL AVE LINTHICUM HEIGHTS,MD 21090		501(C)(3)	CHARITABLE	10,000
HEALTHCARE FOR THE HOMELESS INC 421 FALLSWAY BALTIMORE,MD 21202		501(C)(3)	CHARITABLE	10,000
HELPING ORPHANS PROSPER 5310 OLD COURT ROAD SUITE 301 RANDALLSTOWN,MD 21133		501(C)(3)	CHARITABLE	1,000
INTERNATIONAL CAMPAIGN FOR TIBET 1825 JEFFERSON PLACE NW WASHINGTON,DC 20036		501(C)(3)	CHARITABLE	1,000
LOYOLA BLAKEFIELD 500 CHESTNUT AVE TOWSON,MD 21204		501(C)(3)	CHARITABLE	25,000
MARYLAND SPCA 3300 FALLS ROAD BALTIMORE,MD 21211		501(C)(3)	CHARITABLE	5,000
MOTHER SETON ACADEMY 2215 GREENMOUNT AVENUE BALTIMORE,MD 21218		501(C)(3)	CHARITABLE	25,000
MT WASHINGTON PEDIATRIC HOSPITAL 1708 W ROGERS AVE BALTIMORE,MD 21209		501(C)(3)	CHARITABLE	10,000
MY SISTERS CIRCLE PO BOX 84 TIMONIUM,MD 21094		501(C)(3)	CHARITABLE	2,000
NCADD MD 28 EAST OSTEND STREET SUITE 303 BALTIMORE,MD 21230		501(C)(3)	CHARITABLE	1,500
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK,VA 23509		501(C)(3)	CHARITABLE	25,000
OXFAM AMERICA INC 226 CAUSEWAY STREET BOSTON,MA 021142171		501(C)(3)	CHARITABLE	20,000
Total  3a				423,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEARCH MINISTRIES 5038 DORSEY HALL DRIVE ELLICOTT CITY,MD 21042		501(C)(3)	CHARITABLE	25,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY,AL 36104		501(C)(3)	CHARITABLE	20,000
THE FAMILY TREE 2108 NORTH CHARLES STREET BALTIMORE,MD 21218		501(C)(3)	CHARITABLE	10,000
THE LEAGUE FOR PEOPLE WITH DISABILITIES 1111 EAST COLDSPRING LANE BALTIMORE,MD 21236		501(C)(3)	CHARITABLE	10,000
THE PHOENIX OF SANTA BARBARA INC 107 E MICHELTORENA SANTA BARBARA,CA 93101		501(C)(3)	CHARITABLE	10,000
THE SEED SCHOOL OF MARYLAND 200 FONT HILL AVENUE BALTIMORE,MD 21223		501(C)(3)	CHARITABLE	25,000
Total  3a				423,000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE O'NEIL FAMILY FOUNDATION INC	Employer identification number 26-1313395
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	THOMAS F O'NEIL JR 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	\$ 450,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	THOMAS F O'NEIL JR 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	\$ 128,061	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>3</u>	THOMAS F O'NEIL JR 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	\$ 59,846	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>4</u>	THOMAS F O'NEIL JR 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	\$ 72,982	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	6098 SH AMERICAN TOWER REIT INC - PUBLICLY TRADED STOCK	\$ 455,155	2013-10-14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	4220 SH PRICE T ROWE GROUP INC-PUBLICLY TRADED STK	\$ 314,306	2013-10-14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	2500 SH RENAISSANCE HLDG LTD-PUBLICLY TRADED STK	\$ 182,280	2013-12-17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

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

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

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

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

TY 2013 Accounting Fees Schedule

Name: THE O'NEIL FAMILY FOUNDATION INC

EIN: 26-1313395

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,970	1,985	0	1,985

TY 2013 Investments Corporate
Stock Schedule

Name: THE O'NEIL FAMILY FOUNDATION INC
EIN: 26-1313395

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ANSYS INC	347,622	530,740
AMERICAN TOWER CORP CL A	128,061	548,698
ANADARKO PET CORP	106,367	273,675
APPLIED MINERALS INC	47,725	76,500
CAREFUSION CORP	284,844	310,450
CARTER HOLDINGS INC	0	0
CELGENE CORP COM	87,439	257,640
CLEARING HARBORS INC	0	0
CONCHO RESOURCES INC	143,381	256,488
CONCUR TECHNOLOGIES INC	64,980	168,012
COSTAR GROUP INC	91,193	300,523
DEALERTRACK HLDGS INC	72,092	179,093
DISCOVER FINANCIAL SERV	225,250	254,118
ECOLAB INC	131,195	278,350
EXPEDITORS INTL WASH INC	303,522	353,280
FASTENAL COMPANY	543,338	544,390
FINL ENGINES INC	113,570	242,248
FREEPRT-MCMRAN CPR & GLD	63,272	269,370
HESS CORP	55,097	237,534
IMAX CORP	239,866	257,744
INTUITIVE SURGICAL INC	174,367	187,369
JACOBS ENGN GRP INC DELA	262,434	319,680
LKQ CORP	208,016	240,210
LYNAS CORP LTD	9,292	9,202
MARKEL CORP COM	242,890	393,384
MOODY'S CORP	223,238	271,746
NUANCE COMMUNICATIONS IN	0	0
POTASH CORP SASKATECHEWAN	356,475	380,549
PRICE T ROWE GROUP INC	0	0
PRICESMART INC	278,930	278,528

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QUALCOMM INC	73,802	158,400
RANGE RESOURCES CORP DEL	147,329	304,325
REALPAGE INC	0	0
RED HAT INC	267,472	303,985
RENAISSANCERE HLDGS LTD	72,982	214,000
RESMED INC	0	0
ROPER INDUSTRIES INC COM	0	0
SCHLUMBERGER LTD	225,436	541,272
SEI INVT CO	153,761	245,775
SIGNET JEWELERS LTD	189,725	221,180
SILVER WHEATON CORP	117,850	394,050
SOUTHWESTERN ENERGY CO	274,336	341,175
STERICYCLE INC COM	65,886	153,946
TANGOE INC	174,972	146,082
THE MOSAIC COMPANY	0	0
THREE D SYSTEMS NEW	150,618	358,800
TRIMBLE NAV LTD	87,592	295,600
VERISK ANALYTICS INC.	209,129	201,067
WAGEWORKS INC	333,599	385,680
WASTE CONNECTIONS INC	193,166	267,025

TY 2013 Other Expenses Schedule

Name: THE O'NEIL FAMILY FOUNDATION INC

EIN: 26-1313395

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	84	42	0	42

TY 2013 Taxes Schedule**Name:** THE O'NEIL FAMILY FOUNDATION INC**EIN:** 26-1313395

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	2,307	2,307	0	0