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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 07-01-2014 , and ending 06-30-2015

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) 11325 JOHN CARROLL RD
Room/suite

B Telephone number (see instructions)
(410) 837-2544

City or town, state or province, country, and ZIP or foreign postal code
OWINGS MILLS, MD 21117

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 ▶ ☐

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

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)* ▶$ 12,226,494

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

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)	627,730			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	195	195		
	4	Dividends and interest from securities	95,038	95,038		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,342,793			
	b	Gross sales price for all assets on line 6a 4,484,627				
	7	Capital gain net income (from Part IV, line 2)		1,342,793		
	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)				
	12	**Total.** Add lines 1 through 11	2,065,756	1,438,026	0	
Operating and Administrative Expenses	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)	4,260	2,130	0	2,130
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	9,964	2,645	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	85	43	0	42
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,309	4,818	0	2,172
	25	Contributions, gifts, grants paid	514,500			514,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	528,809	4,818	0	516,672
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,536,947			
	b	**Net investment income** (if negative, enter -0-)		1,433,208		
	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	81,244	821,811	821,811
	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)	7,542,111	8,338,491	11,404,683
	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)	7,623,355	9,160,302	12,226,494
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	7,623,355	9,160,302	
	30	**Total net assets or fund balances** (see instructions)	7,623,355	9,160,302	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,623,355	9,160,302	

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	7,623,355
2	Enter amount from Part I, line 27a	2	1,536,947
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	9,160,302
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	9,160,302

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	1,342,793
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 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))
2013	409,990	10,835,459	0 037838
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

2	**Total** of line 1, column (d).	2	0 168149
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 033630
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	12,033,484
5	Multiply line 4 by line 3.	5	404,686
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,332
7	Add lines 5 and 6.	7	419,018
8	Enter qualifying distributions from Part XII, line 4.	8	516,672

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	14,332
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	14,332
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	14,332
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	323
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	14,655
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 2015 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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.*			
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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	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? *If "No," attach explanation*	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
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 |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (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 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	11,598,214
b	Average of monthly cash balances	1b	618,521
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	12,216,735
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	12,216,735
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	183,251
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,033,484
6	**Minimum investment return.** Enter 5% of line 5	6	601,674

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	601,674
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 14,332		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	14,332
3	Distributable amount before adjustments Subtract line 2c from line 1	3	587,342
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	587,342
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	587,342

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	516,672
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	516,672
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	14,332
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	502,340

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				587,342
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			426,945	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 516,672				
a Applied to 2013, but not more than line 2a			426,945	
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 2014 distributable amount.				89,727
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				497,615
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV Private 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 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				514,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	195	
4 Dividends and interest from securities			14	95,038	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,342,793	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,438,026	0

13 Total. Add line 12, columns (b), (d), and (e) 13 1,438,026

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
3,4	INTEREST, DIVIDENDS, CAPITAL GAINS DISTRIBUTIONS AND GAIN ON THE SALE
& 8	OF INVESTMENTS PROVIDE INCOME FOR DISTRIBUTIONS TO CHARITABLE ORGANIZATIONS

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2015-11-12	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MICHAEL F ROBY		2015-11-12		P00849146

Firm's name ▶ MEEHAN & ROBY LLP

Firm's EIN ▶ 52-1318126

Firm's address ▶ 9515 DEERECO ROAD STE 810 TIMONIUM, MD 21093

Phone no (410) 561-3375

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)
522 000 SH SCHLUMBERGER LTD	P	2008-11-21	2014-07-24
700 000 SH SCHLUMBERGER LTD	P	2008-12-05	2014-07-24
253 000 SH SCHLUMBERGER LTD	P	2008-12-05	2014-07-24
10000 000 SH APPLIED MINERALS INC	P	2005-01-19	2014-08-01
3500 000 SH SOUTHWEST ENERGY CO	P	2012-08-27	2014-08-05
2200 000 SH SOUTHWEST ENERGY CO	P	2013-12-20	2014-08-05
1800 000 SH SOUTHWEST ENERGY CO	P	2014-01-22	2014-08-05
1800 000 SH CONCUR TECHNOLOGIES INC	P	2011-09-11	2014-10-16
6000 000 SH CAREFUSION CORP	P	2014-01-08	2014-10-15
1000 000 SH CAREFUSION CORP	P	2014-05-30	2014-10-15

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)
59,136		16,283	42,853
79,301		27,986	51,315
28,661		7,046	21,615
7,315		4,875	2,440
141,463		111,852	29,611
88,920		86,719	2,201
72,752		75,765	-3,013
229,090		64,980	164,110
342,972		241,814	101,158
57,162		43,029	14,133

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	
			42,853
			51,315
			21,615
			2,440
			29,611
			2,201
			-3,013
			164,110
			101,158
			14,133

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)
400 000 SH JACOBS ENGN GRP INC	P	2008-11-21	2014-11-24
600 000 SH JACOBS ENGN GRP INC	P	2009-07-27	2014-11-24
400 000 SH JACOBS ENGN GRP INC	P	2009-08-20	2014-11-24
500 000 SH JACOBS ENGN GRP INC	P	2009-10-22	2014-11-24
300 000 SH JACOBS ENGN GRP INC	P	2010-02-24	2014-11-24
2000 000 SH RENAISSANCERE HLDGS LTD	P	2002-06-19	2014-11-11
745 000 SH RENAISSANCERE HLDGS LTD	P	2002-06-19	2014-11-11
255 000 SH RENAISSANCERE HLDGS LTD	P	2002-07-24	2014-11-11
400 000 SH JACOBS ENGN GRP INC	P	2010-02-24	2014-12-02
400 000 SH JACOBS ENGN GRP INC	P	2010-04-27	2014-12-02

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)
19,795		10,904	8,891
29,693		25,999	3,694
19,795		18,325	1,470
24,744		22,917	1,827
14,846		11,905	2,941
203,490		72,982	130,508
75,800		27,186	48,614
25,945		9,059	16,886
18,513		15,874	2,639
18,513		20,096	-1,583

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	
			8,891
			3,694
			1,470
			1,827
			2,941
			130,508
			48,614
			16,886
			2,639
			-1,583

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)
500 000 SH JACOBS ENGN GRP INC	P	2010-11-30	2014-12-02
500 000 SH JACOBS ENGN GRP INC	P	2011-07-06	2014-12-02
1000 000 SH JACOBS ENGN GRP INC	P	2011-11-03	2014-12-02
1000 000 SH JACOBS ENGN GRP INC	P	2014-05-30	2014-12-02
2000 000 SH WAGEWORKS INC	P	2014-04-23	2014-12-29
500 000 SH WAGEWORKS INC	P	2014-04-24	2014-12-29
1150 000 SH PRICESMART INC	P	2013-04-10	2015-01-08
444 000 SH SCHLUMBERGER LTD	P	2008-12-05	2015-01-23
456 000 SH SCHLUMBERGER LTD	P	2009-09-23	2015-01-23
275 00 SH CONCHO RESOURCES INC	P	2012-06-25	2015-02-03

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)
23,142		19,385	3,757
23,142		21,624	1,518
46,283		40,526	5,757
46,283		54,878	-8,595
128,683		90,956	37,727
32,171		22,686	9,485
104,892		97,331	7,561
36,380		12,365	24,015
37,363		19,689	17,674
32,100		21,618	10,482

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	
			3,757
			1,518
			5,757
			-8,595
			37,727
			9,485
			7,561
			24,015
			17,674
			10,482

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)
1475 00 SH CONCHO RESOURCES INC	P	2013-05-13	2015-02-03
15 000 SH MARKEL CORP	P	2008-06-04	2015-02-19
325 000 SH COSTAR GROUP INC	P	2011-09-06	2015-03-24
750 000 SH EXPEDITORS INTL WASH INC	P	2008-12-05	2015-03-04
750 000 SH EXPEDITORS INTL WASH INC	P	2009-07-01	2015-03-04
1200 000 SH EXPEDITORS INTL WASH INC	P	2009-10-16	2015-03-04
745 000 SH RENAISSANCERE HLDGS LTD	P	2002-07-24	2015-03-03
3 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
10 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
100 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03

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)
172,171		119,734	52,437
11,194		6,174	5,020
64,067		15,599	48,468
35,880		23,565	12,315
35,880		25,747	10,133
57,409		41,950	15,459
75,884		26,465	49,419
306		153	153
1,019		509	510
10,186		5,097	5,089

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	
			52,437
			5,020
			48,468
			12,315
			10,133
			15,459
			49,419
			153
			510
			5,089

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)
100 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
100 000 SH RENAISSANCERE HLDGS LTD0	P	2009-07-27	2015-03-03
100 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
196 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
200 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
200 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
200 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
200 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
846 000 SH RENAISSANCERE HLDGS LTD	P	2009-07-27	2015-03-03
25 000 SH CONCHO RESOURCES INC	P	2013-05-13	2015-04-22

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)
10,186		5,111	5,075
10,186		5,099	5,087
10,186		5,100	5,086
19,964		9,997	9,967
20,372		10,194	10,178
20,372		10,202	10,170
20,372		10,203	10,169
20,372		10,204	10,168
86,172		43,153	43,019
3,086		2,029	1,057

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	
			5,075
			5,087
			5,086
			9,967
			10,178
			10,170
			10,169
			10,168
			43,019
			1,057

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)
500 000 SH FASTENAL COMPANY	P	2013-05-21	2015-04-07
137 000 SH HESS CORP	P	2009-11-16	2015-04-20
686 000 SH HESS CORP	P	2009-12-09	2015-04-20
344 000 SH HESS CORP	P	2009-12-18	2015-04-20
1234 000 SH HESS CORP	P	2010-12-21	2015-04-20
1 000 SH HESS CORP	P	2010-12-21	2015-04-20
66 000 SH SCHLUMBERGER LTD	P	2009-09-23	2015-04-16
348 000 SH SCHLUMBERGER LTD	P	2009-11-05	2015-04-16
300 000 SH SCHLUMBERGER LTD	P	2010-05-20	2015-04-16
1500 000 SH SCHLUMBERGER LTD	P	2012-01-10	2015-04-15

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)
20,557		25,923	-5,366
10,684		2,829	7,855
53,499		17,237	36,262
26,828		9,548	17,280
96,236		25,482	70,754
78			78
6,034		2,850	3,184
31,814		14,585	17,229
27,426		18,192	9,234
137,128		106,441	30,687

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	
			-5,366
			7,855
			36,262
			17,280
			70,754
			78
			3,184
			17,229
			9,234
			30,687

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)
700 000 SH TRIMBLE NAV LTD	P	2008-06-30	2015-04-10
300 000 SH TRIMBLE NAV LTD	P	2008-07-02	2015-04-10
2400 000 SH TRIMBLE NAV LTD	P	2008-12-05	2015-04-10
2000 000 SH TRIMBLE NAV LTD	P	2009-02-02	2015-04-10
50 000 SH TRIMBLE NAV LTD	P	2010-02-24	2015-04-10
2100 000 SH CONCHO RESOURCES INC	P	2014-12-04	2015-04-22
1500 000 SH RANGE RESOURCES CORP	P	2010-09-22	2015-05-05
500 000 SH RANGE RESOURCES CORP	P	2010-10-21	2015-05-05
500 000 SH RANGE RESOURCES CORP	P	2010-12-10	2015-05-05
500 000 SH RANGE RESOURCES CORP	P	2011-04-26	2015-05-05

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)
17,610		12,482	5,128
7,547		5,228	2,319
60,377		19,941	40,436
50,314		14,697	35,617
1,258		678	580
259,266		203,510	55,756
94,234		53,690	40,544
31,411		18,911	12,500
31,411		21,244	10,167
31,411		26,742	4,669

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	
			5,128
			2,319
			40,436
			35,617
			580
			55,756
			40,544
			12,500
			10,167
			4,669

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)
1550 000 SH THREE D SYSTEMS	P	2011-05-11	2015-05-12
2250 000 SH THREE D SYSTEMS	P	2011-11-07	2015-05-12
1200 000 SH THREE D SYSTEMS	P	2014-05-09	2015-05-12
1100 000 SH STRATASYS LTD	P	2014-10-01	2015-05-18
600 000 SH STRATASYS LTD	P	2014-10-29	2015-05-18
800 000 SH STRATASYS LTD	P	2014-11-05	2015-05-18
500 000 SH STRATASYS LTD	P	2014-12-30	2015-05-18
1000 000 SH THREE D SYSTEMS	P	2014-05-19	2015-05-12
3800 000 SH THREE D SYSTEMS	P	2015-01-08	2015-05-12
2450 000 SH DEALERTRACK TECHNOLOGIES	P	2010-05-07	2015-06-15

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)
34,304		20,296	14,008
49,796		25,082	24,714
26,558		56,031	-29,473
38,218		127,045	-88,827
20,846		69,010	-48,164
27,795		85,335	-57,540
17,372		40,925	-23,553
22,131		49,209	-27,078
84,099		122,061	-37,962
153,691		38,968	114,723

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	
			14,008
			24,714
			-29,473
			-88,827
			-48,164
			-57,540
			-23,553
			-27,078
			-37,962
			114,723

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)
1500 000 SH DEALERTRACK TECHNOLOGIES	P	2011-07-18	2015-06-15
850 000 SH PRICESMART	P	2013-04-10	2015-06-02
1200 000 SH PRICESMART	P	2014-05-29	2015-06-02

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)
94,097		33,124	60,973
69,239		71,940	-2,701
97,749		109,659	-11,910

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	
			60,973
			-2,701
			-11,910

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 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	DIRECTOR 2 00	0	0	0
PAMELA B O'NEIL 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	DIRECTOR 1 00	0	0	0
THOMAS F O'NEIL III 265 ELIZABETH STREET NEW YORK, NY 10012	DIRECTOR 1 00	0	0	0
STEPHEN B O'NEIL 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	DIRECTOR 1 00	0	0	0
MICHAEL N O'NEIL 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 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 *Paid during the year*				
CHURCH OF THE NATIVITY 20 E RIDGELY ROAD LUTHERVILLE, MD 21093		501(C)(3)	CHARITABLE	5,000
CREATIVE ALLIANCE 3134 EASTERN AVENUE BALTIMORE, MD 21224		501(C)(3)	CHARITABLE	2,000
CRISTO REY JESUIT HIGH SCHOOL 420 S CHESTER STREET BALTIMORE, MD 21231		501(C)(3)	CHARITABLE	180,500
GILMAN SCHOOL 5407 ROLAND AVENUE BALTIMORE, MD 21210		501(C)(3)	CHARITABLE	10,000
HEALTHCARE FOR THE HOMELESS INC 421 FALLSWAY BALTIMORE, MD 21202		501(C)(3)	CHARITABLE	15,000
INTERNATIONAL CAMPAIGN FOR TIBET 1825 JEFFERSON PLACE NW WASHINGTON, DC 20036		501(C)(3)	CHARITABLE	1,000
JEMICY SCHOOL 11 CELADON ROAD OWING MILLS, MD 21117		501(C)(3)	CHARITABLE	50,000
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	10,000
MOTHER SETON ACADEMY 2215 GREENMOUNT AVENUE BALTIMORE, MD 21218		501(C)(3)	CHARITABLE	50,000
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	5,000
SAINT ANN'S CENTER FOR CHILDREN YOUTH & FAMILIES 4901 EASTERN AVENUE HYATTSVILLE, MD 20782		501(C)(3)	CHARITABLE	10,000
SAINT ELIZABETH SCHOOL 801 ARGONNE DRIVE BALTIMORE, MD 21218		501(C)(3)	CHARITABLE	9,000
SAINT PAUL'S SCHOOL FOR GIRLS 11232 FALLS ROAD BROOKLANDVILLE, MD 21022		501(C)(3)	CHARITABLE	5,000
Total . . . . ▶ **3a**				514,500

Form 990PF Part XV Line 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 *Paid during the year*				
SEARCH MINISTRIES 5038 DORSEY HALL DRIVE ELLICOTT CITY,MD 21042		501(C)(3)	CHARITABLE	10,000
SEMPER FIDELIS HEALTH & WELFARE 732 NINTH STREET 581 DURHAM,NC 27705		501(C)(3)	CHARITABLE	5,000
SISTERS ACADEMY OF BALTIMORE 130 FIRST AVENUE BALTIMORE,MD 21227		501(C)(3)	CHARITABLE	5,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY,AL 36104		501(C)(3)	CHARITABLE	20,000
THE BOYS LATIN SCHOOL OF MARYLAND 822 WEST LAKE AVENUE BALTIMORE,MD 21210		501(C)(3)	CHARITABLE	5,000
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	20,000
THE NORTHERN VA THERAPEUTIC RIDING PROGRAM 6429 CLIFTON ROAD CLIFTON,VA 20124		501(C)(3)	CHARITABLE	12,000
THE PARK SCHOOL 2425 OLD COURT ROAD BALTIMORE,MD 21208		501(C)(3)	CHARITABLE	5,000
THE PHOENIX OF SANTA BARBARA INC 107 E MICHELTORENA SANTA BARBARA,CA 93101		501(C)(3)	CHARITABLE	15,000
THE ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVENUE BALTIMORE,MD 21210		501(C)(3)	CHARITABLE	5,000
Total . . . . ▶ **3a**				514,500

TY 2014 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	4,260	2,130	0	2,130

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TY 2014 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	638,680
AMERICAN TOWER CORP CL A	128,061	568,882
ANADARKO PET CORP	106,367	195,150
APPLIED MINERALS INC	42,850	46,400
BIOGEN INC	177,036	212,069
BLACK BAUD INC	131,463	170,850
CARMAX INC	127,045	122,488
CAREFUSION CORP	0	0
CELGENE CORP COM	87,439	347,205
CHIPOTLE MEXICAN GRILL	201,510	181,497
CONCHO RESOURCES INC	0	0
CONCUR TECHNOLOGIES INC	0	0
COSTAR GROUP INC	75,594	316,984
DEALERTRACK HLDGS INC	0	0
DISCOVER FINANCIAL SERV	294,414	302,505
ECOLAB INC	183,823	339,210
EXPEDITORS INTL WASH INC	315,750	355,008
FASTENAL COMPANY	517,415	442,890
FINL ENGINES INC	247,576	396,126
FREEPRT-MCMRAN CPR & GLD	63,272	137,416
HESS CORP	0	0
IMAX CORP	293,374	442,970
INTUITIVE SURGICAL INC	323,262	363,375
JACOBS ENGN GRP INC DELA	0	0
LKQ CORP	326,621	406,795
LYNAS CORP LTD	9,292	1,958
MARKEL CORP COM	236,716	468,398
MASTERCARD INC	250,864	257,070
MCGRAW HILL FINANCIAL	207,992	200,900
MOODY'S CORP	223,238	334,676

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POTASH CORP SASKATECHEWAN	356,475	310,474
PRA GROUP INC	369,924	405,015
PRICESMART INC	0	0
QUALCOMM INC	304,858	325,676
QUALYS INC	125,096	127,103
RANGE RESOURCES CORP DEL	185,816	148,140
RED HAT INC	267,472	417,615
RENAISSANCERE HLDGS LTD	0	0
SCHLUMBERGER LTD	0	0
SEI INVT CO	153,761	367,725
SIGNET JEWELERS LTD	273,752	359,072
SILVER WHEATON CORP	117,850	260,100
SOUTHWESTERN ENERGY CO	0	0
STERICYCLE INC COM	65,886	174,083
TANGOE INC	210,731	153,476
THREE D SYSTEMS NEW	0	0
TRIMBLE NAV LTD	176,930	177,123
VERISK ANALYTICS INC.	299,919	352,886
WAGEWORKS INC	318,259	317,533
WASTE CONNECTIONS INC	193,166	259,160

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TY 2014 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	85	43	0	42

TY 2014 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	2,645	2,645	0	0
2013 FEDERAL TAX	7,319	0	0	0

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

2014

Name of the organization	Employer identification number
THE O'NEIL FAMILY FOUNDATION INC	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, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the $33\frac{1}{3}$% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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

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
1	THOMAS F O'NEIL JR 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	$ 450,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	THOMAS F O'NEIL JR 11325 JOHN CARROLL RD OWINGS MILLS, MD 21117	$ 177,730	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

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	4000 SH RENAISSANCERE HLDGS LTD - PUBLICLY TRADED STOCK	$ 403,920	2014-08-14

(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
		$	

(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

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** 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 4	Relationship 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 4	Relationship 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 4	Relationship 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 4	Relationship of transferor to transferee