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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2009**

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

THE NEILAN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O COX-WINTER &amp; ASSOC

450 N BRAND BLVD

City or town, state, and ZIP code

GLENDALE, CA 91203

Room/suite

600

A Employer identification number

20-5481398

B Telephone number (see page 10 of the instructions)

(818) 244-2296

C If exemption application is  
pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the  
85% test, check here and attach  
computationE If private foundation status was terminated  
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check hereH 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) \$ 5,687,987.

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 page 11 of the instructions).)(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

Revenue

Operating and Administrative Expenses

1 Contributions, gifts, grants, etc., received (attach schedule)

4,246,035.

2 Check ☐ if the foundation is not required to  
attach Sch B.

3 Interest on savings and temporary cash investments

8.

8.

ATCH 1

4 Dividends and interest from securities

29,000.

29,000.

ATCH 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

130,161.

b Gross sales price for all  
assets on line 6a 654,322.

7 Capital gain net income (from Part IV, line 2)

130,161.

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)

4,405,204.

159,169.

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

628.

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

10.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATCH 3

434.

24 Total operating and administrative expenses.

Add lines 13 through 23

1,072.

25 Contributions, gifts, grants paid

540,000.

540,000.

26 Total expenses and disbursements Add lines 24 and 25

541,072.

540,000.

27 Subtract line 26 from line 12.

3,864,132.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

159,169.

c Adjusted net income (if negative, enter -0-)

-0-

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .		6,434.	39,210.	39,210.
	2	Savings and temporary cash investments . . . . .			25,000.	24,969.
	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 page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) <u>ATCH 4</u> . . . . .		3,806,790.	5,618,600.	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	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 ▶ <u>ATCH 5</u> . . . . .)	5,642.	5,208.	5,208.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	12,076.	3,876,208.	5,687,987.	
17		Accounts payable and accrued expenses . . . . .				
18		Grants payable . . . . .				
Net Assets or Fund Balances	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
	23	Total liabilities (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	12,076.	3,876,208.		
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	12,076.	3,876,208.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	12,076.	3,876,208.			

**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	12,076.
2	Enter amount from Part I, line 27a . . . . .	2	3,864,132.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	3,876,208.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,876,208.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) . . . . .			2	130,161.	
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 7</p> <p>If (loss), enter -0- in Part I, line 7</p> </div> <div style="font-size: 2em; margin: 0 10px;">}</div> </div>					
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).</p> <p>If (loss), enter -0- in Part I, line 8 . . . . .</p> </div> <div style="font-size: 2em; margin: 0 10px;">}</div> </div>					

**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))
2008	1,000.	7,473.	0.133815
2007	1,000.	9,179.	0.108944
2006	0.	0.	0.000000
2005			
2004			
<b>2</b> Total of line 1, column (d) . . . . .			2 0.242759
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0.080920
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4 1,349,650.
<b>5</b> Multiply line 4 by line 3 . . . . .			5 109,214.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 1,592.
<b>7</b> Add lines 5 and 6 . . . . .			7 110,806.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .			8 540,000.

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 on page 18.

**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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,592.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,592.
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	1,592.
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
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 <input checked="" type="checkbox"/> if Form 2220 is attached	8		6.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,598.
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 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA,		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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**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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>BARBARA COX-WINTER CPA</u> Telephone no <u>818-244-2296</u>			
	Located at <u>450 N BRAND BLVD, SUITE 600 GLENDALE, CA</u> ZIP + 4 <u>91203</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	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 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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 page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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**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 page 22 of the 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 page 22 of the 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** ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
ATTACHMENT 6		0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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** ☐

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**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 page 23 of the 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 . . . . . NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A

2

3

4

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments. See page 24 of the instructions

3 NONE

**Total.** Add lines 1 through 3 . . . . .

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,356,667.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	13,536.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,370,203.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,370,203.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	20,553.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,349,650.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	67,483.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	67,483.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	1,592.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,592.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	65,891.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	65,891.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	65,891.

**Part XII Qualifying Distributions**(see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	540,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	540,000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	1,592.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	538,408.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				65,891.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .				
b Total for prior years 20 07, 20 06, 20 05 . . . . .		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . .				
b From 2005 . . . . .				
c From 2006 . . . . .				
d From 2007 . . . . .				1,000.
e From 2008 . . . . .				626.
f Total of lines 3a through e . . . . .	1,626.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 540,000.				
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2009 distributable amount . . . . .				65,891.
e Remaining amount distributed out of corpus . . . . .	474,109.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	475,735.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
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 . . . . .				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	475,735.			
10 Analysis of line 9:				
a Excess from 2005 . . . . .				
b Excess from 2006 . . . . .				
c Excess from 2007 . . . . .				1,000.
d Excess from 2008 . . . . .				626.
e Excess from 2009 . . . . .				474,109.

Form 990-PF (2009)

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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).)

N/A

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  ATTACHMENT 7				
<b>Total</b> .....			▶ <b>3a</b>	540,000.
<b>b Approved for future payment</b>				
<b>Total</b> .....			▶ <b>3b</b>	

Form 990-PF (2009)

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
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	8.	
4	Dividends and interest from securities . . . . .			14	29,000.	
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	130,161.	
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) . . . . .				159,169.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	159,169.

(See worksheet in line 13 instructions on page 28 to verify calculations )

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

[illegible]

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

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	<b>1a(1)</b>		X
	(2) Other assets	<b>1a(2)</b>		X
<b>b</b>	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>		X
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>		X
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>		X
	(4) Reimbursement arrangements	<b>1b(4)</b>		X
	(5) Loans or loan guarantees	<b>1b(5)</b>		X
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>		X
<b>d</b>	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			

[illegible]

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Michael R. Whalen

5-14-2010

PRESIDENT

Signature of officer or trustee

Date \_\_\_\_\_

**Title**

**Sign Here**

**Paid  
Preparer's  
Use Only**

Preparer's  
signature

Date \_\_\_\_\_

**Check if self-employed**

Preparer's identifying  
number (See Signature on  
page 30 of the instructions)  
P00004218

Firm's name (or yours if self-employed), address, and ZIP code

~~COR-WINTER & ASSOCIATES, INC.  
450 N. BRAND BLVD, SUITE 600  
GLENDALE, CA~~

FIN ▶ 84-1706277

Phone no 818-244-2296

Form 990-PF (2009)

**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.

OMB No 1545-0047

**2009**

Name of the organization

THE NEILAN FOUNDATION

Employer identification number

20-5481398

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 33 1/3 % 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, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or 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 aggregate to 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

JSA

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PAGE 16

Name of organization THE NEILAN FOUNDATION

Employer identification number  
20-5481398**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FLORENCE A. NEILAN TRUST DTD 8/1/06 2670 LORAIN ROAD SAN MARINO, CA 91108	\$ 4,246,035.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Employer identification number	20-5481398
--------------------------------	------------

(a) No.  
from  
Part I

(b)  
Description of noncash property given

(c)  
FMV (or estimate)  
(see instructions)

(d)  
Date received

1

RELIANCE STEEL STOCK- 145,000 SHARES

\$ 4,246,035.

10/26/2009

(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

\$ \_\_\_\_\_

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SCHWAB ACCOUNT	8.	8.
TOTAL	<u>8.</u>	<u>8.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS- RS 15,000 SH SCHWAB ACCOUNT	3,000.	3,000.
DIVIDENDS- RS 130,000 SHARES	26,000.	26,000.
TOTAL	<u>29,000.</u>	<u>29,000.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
AMORTIZATION-ORGANIZATION COST	434.
TOTALS	<u>434.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RELIANCE STEEL- 130,000 SHARES	3,806,790.	5,618,600.
TOTALS	<u>3,806,790.</u>	<u>5,618,600.</u>

THE NEILAN FOUNDATION

20-5481398

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORGANIZATION COSTS (NET-ACCUM)	5,208.	5,208.
TOTALS	<u>5,208.</u>	<u>5,208.</u>

## THE NEILAN FOUNDATION

20-5481398

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
THOMAS GIMBEL C/O COX-WINTER & ASSOC 450 N BRAND BLVD 600 GLENDALE, CA 91203	DIRECTOR	0.	0.	0.
MICHAEL WHALEN C/O DAVIS & WHALEN 4705 LAUREL CANYON BLVD STUDIO CITY, CA 91607	PRESIDENT/ DIRECTOR	0.	0.	0.
BARBARA COX-WINTER C/O COX-WINTER & ASSOC 450 N BRAND BLVD 600 GLENDALE, CA 91203	DIRECTOR	0.	0.	0.
LEIGH SHIPP C/O DAVID & WHALEN 4705 LAUREL CANYON BLVD STUDIO CITY, CA 91607	SEC/TREAS	0.	0.	0.
GAIL GIMBEL C/O COX-WINTER & ASSOC 450 N BRAND BLVD 600 GLENDALE, CA 91203	FORMER SEC/TREAS			
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

THE NEILAN FOUNDATION

20-5481398

FORM 990DPF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
THE HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO, CA 91108	NONE PUBLIC CHARITY		FURTHERANCE OF ORGANIZATION'S PURPOSE - ART, LIBRARY, BOTANICAL GARDENS, EDUCATION AND RESEARCH . HUMMINGBIRD GAZEBO ENDOWMENT	45,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD, M/C 202-31 PASADENA, CA 91125	NONE PUBLIC CHARITY		FURTHERANCE OF ORGANIZATION'S PURPOSE - MEDICAL RESEARCH IN NEUROSCIENCE	45,000.
ROSALYNN CARTER INSTITUTE FOR CAREGIVING 800 GSW DRIVE AMERICUS, GA 31709	NONE PUBLIC CHARITY		FURTHERANCE OF ORGANIZATION'S PURPOSE - FOR PROGRAMS SUPPORTING CAREGIVERS	45,000.
THE CARTER CENTER ONE COPENHILL ATLANTA, GA 30307	NONE PUBLIC CHARITY		FURTHERANCE OF ORGANIZATION'S PURPOSE - MEDICAL RESEARCH & TO IMPROVE MENTAL HEALTH PROGRAMS	135,000.
JUVENILE DIABETES RESEARCH FOUNDATION 120 WALL STREET, 19TH FLOOR NEW YORK, NY 10005-4001	NONE PUBLIC CHARITY		FURTHERANCE OF ORGANIZATION'S PURPOSE - MEDICAL RESEARCH	90,000.
CHRISTOPHER & DANA REEVE FOUNDATION 636 MORRIS TURNPIKE, STE 3A SHORT HILLS, NJ 07078	NONE PUBLIC CHARITY		FURTHERANCE OF ORGANIZATION'S PURPOSE - MEDICAL RESEARCH	90,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

MILLER CHILDREN'S HOSPITAL MEMORIAL MEDICAL CTR FD  
2801 ATLANTIC AVE  
LONG BEACH, CA 90801-1428

NONE  
PUBLIC CHARITY

FURTHERANCE OF ORGANIZATION'S PURPOSE - MEDICAL  
RESEARCH AND TREATMENT- JONATHAN JACQUES  
CHILDREN'S CANCER CENTER

90,000.

TOTAL CONTRIBUTIONS PAID

540,000

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
569,488.		RS STOCK- 15,000 SH PROPERTY TYPE: SECURITIES 439,245.				D	05/17/2009	11/03/2009
84,834.		LOSS ON SALES OF CDS 84,916.					130,243.	
							-82.	
TOTAL GAIN (LOSS) .....							<u>130,161.</u>	

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

# Capital Gains and Losses

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

OMB No 1545-0092

**2009**

Name of estate or trust

THE NEILAN FOUNDATION

Employer identification number

20-5481398

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-82.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	-82.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	130,243.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	130,243.

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

Schedule D (Form 1041) 2009

**Part III Summary of Parts I and II****Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-82.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		130,243.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		130,161.

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

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000 . . . . .	<b>16</b>	( )
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**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

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

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if:

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

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . .	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2009

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D  
(Form 1041)**

► See instructions for Schedule D (Form 1041).

► **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

OMB No 1545-0092

2009

Name of estate or trust

THE NEILAN FOUNDATION

Employer identification number

20-5481398

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

[illegible]

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . -82.

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

Schedule D-1 (Form 1041) 2009



**AMENDED BYLAWS OF**

**THE NEILAN FOUNDATION**

**A California Nonprofit Public Benefit Corporation**

**AMENDED BYLAWS OF  
THE NEILAN FOUNDATION,  
a California Nonprofit Public Benefit Corporation**

**ARTICLE 1  
NAME**

The name of this corporation is the NEILAN FOUNDATION.

**ARTICLE 2  
OFFICES**

Section 2.01 **Principal Office.** The corporation's principal office shall be fixed and located at such place as the Board of Directors shall determine. The Board of Directors is granted full power and authority to change the principal office from one location to another.

**ARTICLE 3  
PURPOSES AND LIMITATIONS**

Section 3.01 **General Purposes.** This corporation is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law. The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Section 3.02 **General Limitation.** Notwithstanding any other provision of these Bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation. The corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Section 3.03 **Specific Limitations.**

(a) **Political Activity.** No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and the corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) **No Private Inurement of Property.** The property of the corporation is irrevocably dedicated to nonprofit purposes. No part of the earnings of the corporation shall



inure to the benefit of, or be distributable to, any of its directors, officers, private shareholders or members (if any), or employees, or to the benefit of any private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

(c) **Special Fund.** Notwithstanding anything herein to the contrary, the Treasurer shall segregate from the corporation's other assets any property the corporation receives as a result of a disclaimer by any person (the "Disclaimant"). That disclaimed property shall be held in a separate account on the corporation's books (each such separate account to be designated a "Special Fund"). No distributions shall be made from the Special Fund unless directed by the Special Fund Committee (as provided for in Section 7.01) of that particular Special Fund. No distributions shall be made from the special fund to the Disclaimant or any relative of the Disclaimant under any circumstances.

(d) **Dissolution.** In the event of the dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed, as the Board of Directors determines, to such organization (or organizations) organized and operated exclusively for charitable, religious, scientific, or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

## **ARTICLE 4 MEMBERS**

This corporation shall have no members.

## **ARTICLE 5 BOARD OF DIRECTORS**

Section 5.01 **Number of Directors.** The Board of Directors shall consist of at least one but not more than fifteen directors until changed by amendment to these Bylaws. The directors need not be residents of California.

Section 5.02 **Term of Directors.** The initial directors have been appointed by the incorporator named in the corporation's Articles of Incorporation. The terms of each initial director shall be one (1) year, dating from the organizational meeting, which shall constitute the first annual meeting of the Board of Directors of the corporation, and until his or her successor has been appointed. The term of office for a newly appointed director shall be one (1) year and until his or her successor has been appointed. A director may serve any number of terms consecutively.

Section 5.03 **Restrictions on Interested Persons as Directors.** No more than 49 percent of the persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent

contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provision of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

**Section 5.04 Vacancies on the Board of Directors.**

(a) **Events Causing Vacancy.** A vacancy or vacancies on the Board of Directors shall exist in the case of the death, resignation, or removal of any director, or if the authorized number of directors serving is less than the authorized number of directors. A director may be removed by the affirmative vote of a majority of all directors then serving. In addition, the Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached a duty under Article 3 (of Chapter 2) of the California Nonprofit Public Benefit Corporation Law.

(b) **Resignations.** Any director may resign by giving written notice to the President, the Secretary, or the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, a successor may be elected or selected to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director.

(c) **Filling Vacancies.** Vacancies on the Board of Directors may be filled by a majority vote of all the directors then serving or by the sole remaining director. The directors are not required to fill a vacancy.

(d) **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

**Section 5.05 Compensation and Reimbursement.** Directors, officers, and members of committees may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the Board of Directors may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

**ARTICLE 6  
POWERS OF THE BOARD OF DIRECTORS**

**Section 6.01 General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and these Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.

Section 6.02 **Specific Corporate Powers.** Without prejudice to the general powers set forth in Section 6.01 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

(a) Appoint and remove, at the pleasure of the Board of Directors, all of the corporation's officers, employees, and agents; prescribe powers and duties for them that are consistent with law, the Articles of Incorporation, and these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Appoint any bank or trust company having its principal offices in the United States and having capital and surplus of not less than \$10,000,000 as fiscal agent of the corporation and delegate to such bank or trust company the custody and routine management of the corporation's funds, subject to the direction and supervision of the Board of Directors. The Board of Directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the corporation's funds subject to the direction and supervision of the Board of Directors.

(c) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct the activities in any other state, territory, dependency, or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for holding any meeting, including any annual meetings.

(d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(e) Sell, lease, or exchange all or substantially all of the property of the Corporation.

(f) Adopt, make, use, and alter the form of a corporate seal.

Section 6.03 **Limitations on Corporate Powers.** The powers of the Board of Directors shall be subject to the following specific limitations.

(a) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any later federal tax laws.

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provision of any later federal tax laws.

## **ARTICLE 7 SPECIAL FUNDS**

### **Section 7.01 Special Fund Committee.**

(a) The Board shall create a "Special Fund Committee" to administer and determine the disposition of all assets held in each Special Fund created under Section 3.03(c). The power to make distributions from a Special Fund and to select the recipients of such distributions shall be held exclusively by persons other than a Disclaimant. A Disclaimant with respect to any particular Special Fund is any person who has made a disclaimer of property that, as a result of the disclaimer, was transferred to such Special Fund

(b) The Board may appoint any person, other than a Disclaimant, to serve on the Special Fund Committee. No member or Director who is a Disclaimant with respect to a particular Special Fund may participate in any vote relating to the appointment, removal, or compensation of any member of the Special Fund Committee of the Special Fund.

Section 7.02 **Special Committees.** The Board may from time to time appoint temporary or any other special committees which in its discretion may be deemed necessary and advisable.

## **ARTICLE 8 DIRECTORS' MEETINGS**

Section 8.01 **Place of Meetings; Meetings by Telephone.** Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board of Directors shall be held at a place so designated or at the principal office of the corporation. Any meeting may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 8.02 **Annual and Regular Meetings.** Annual meetings of the Board of Directors shall be held for the purposes of organization, election of directors and officers, and the transaction of other business. Annual meetings shall be held on the first day of June in each year at ten o'clock A.M.; provided, however, that should that day fall on a legal holiday, then the

annual meeting shall be held at the same time and place on the next business day. In its discretion, the Board of Directors may fix another date and time for the holding of its annual meeting. Notice of all annual meetings of the Board of Directors is hereby dispensed with. Other regular meetings of the Board of Directors shall be held at such time as the Board of Directors may from time to time designate; provided, however, should said day fall upon a legal holiday, the meeting shall be held at the same time on the next business day. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Section 8.03 **Special Meetings.**

(a) **Authority to Call.** Special meetings of the Board of Directors for any purpose may be called at any time by the President, by the Secretary, or by any director.

(b) **Notice.**

(i) **Manner.** Notice of the time and place of special meetings shall be given to each director by one of the following methods:

(1) Personal delivery of written notice;

(2) First-class mail, postage prepaid;

(3) Telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or

(4) By telegram, charges prepaid.

All such notices shall be given or sent to the director's address or telephone number as shown in the records of the corporation.

(ii) **Time.** Notices sent by first-class mail shall be deposited into a mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) **Contents.** The notice shall state the time of the meeting and the place if the place is other than the principal office of the corporation, and the purpose of the meeting.

Section 8.04 **Quorum.** A majority of the then serving directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the

Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including without limitation those provisions relating to

- (i) Approval of contracts or transactions in which a director has a direct or indirect material financial interest,
- (ii) Approval of certain transactions between corporations having common directorships,
- (iii) Creation of and appointments to committees of the Board of Directors, and
- (iv) Indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for the meeting.

Section 8.05 **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 8.06 **Adjournment.** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 8.07 **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 8.08 **Action Without a Meeting.** Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board of Directors then serving consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporation Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

## **ARTICLE 9**

### **COMMITTEES OF THE BOARD OF DIRECTORS**

Section 9.01 **Committees.** The Board of Directors, by resolution adopted by a majority of the directors then serving, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by majority vote of the directors then serving. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent members of any such committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board, except as limited by applicable law (including Section 5212 of the California Nonprofit Corporation Law or corresponding section of any future act).

Section 9.02 **Meetings and Action of Committees.** Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board of Directors actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board of Director resolution or, if there is none, by resolution of the committee of the Board of Directors. Minutes of each meeting of any committee of the Board of Directors shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules.

## **ARTICLE 10**

### **OFFICERS**

Section 10.01 **Officers of the Corporation.** The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer, and such other officers as the Board of Directors may appoint. Any two or more offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 10.02 **Election of Officers.** The officers of the Corporation shall be chosen by the Board of Directors, and subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors.

Section 10.03 **Resignation of Officers.** Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice, and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 10.04 **Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. Vacancies need not be filled on an annual basis.

Section 10.05 **Responsibilities of Officers.**

(a) **President.** Subject to the control and supervision of the Board of Directors, the President, shall be the Chief Executive Officer of the Corporation and shall generally supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all meetings of the Board of Directors. The President shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

(b) **Vice Presidents.** In the absence or disability of the President, the Vice Presidents, if any, in order of their rank, shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or the Bylaws.

(c) **Secretary.** The Secretary shall attend to the following:

(i) **Book of Minutes.** The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors and committees of the Board of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall also keep, or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(ii) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of committees of the Board of Directors if required by these Bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

(d) **Chief Financial Officer.**

(i) **Books of Account.** The Chief Financial officer of the corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the corporation, and shall send or cause to be sent to the Board of Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any director at all reasonable times.

(ii) **Deposit and Disbursement of Money and Valuables.** The Chief Financial Officer shall receive and safely keep all funds of the corporation and deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. Funds shall be paid out on the check of the corporation signed by the President, Secretary, Chief Financial Officer, or by such officers as may be designated by the Board of Directors as authorized to sign the same. The Chief Financial Officer shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The Chief Financial Officer shall have



other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

## **ARTICLE 11 INDEMNIFICATION**

Section 11.01 **Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 11.02 **Approval of Indemnity.** On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 11.03 **Advancement of Expenses.** To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 10.01 and 10.02 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

## **ARTICLE 12 INSURANCE**

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, against any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising out of the director's, officer's, employee's, or agent's status as such.

## **ARTICLE 13 RECORDS AND REPORTS**

Section 13.01 **Maintenance of Corporate Records.** The corporation shall keep:

- (a) Correct and complete books and records of account;

(b) Written minutes of all meetings and actions of the Board of Directors and committees of the Board of Directors. All such records shall be kept at the principal office or such other place as the Board of Directors may direct.

Section 13.02 **Maintenance of the Articles of Incorporation and Bylaws.** The original or a copy of the Articles of Incorporation and these Bylaws, as amended to date, shall be kept at the corporation's principal office in California.

Section 13.03 **Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection may be made by a director in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 13.04 **Annual Report.** The Board of Directors shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the corporation for both general and restricted purposes;
- (e) Any information required by Section 13.05 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by a certificate of an authorized officer of the corporation that such statements' were prepared without audit from the corporation's books and records.

The requirement of an annual report shall not apply if the corporation receives less than \$25,000.00 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in the annual report must be furnished annually to all directors who request it in writing.

Section 13.05 **Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the fiscal year:

- (a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material

financial interest, and (iii) which involved more than \$50,000.00, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.00. For this purpose, an "interested person" is either of the following:

(i) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or director of the corporation under Article 7 of these Bylaws.

#### **ARTICLE 14 CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provision, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

#### **ARTICLE 15 AMENDMENTS**

The Board of Directors shall have the power by a majority vote of the Directors then serving to alter, amend, or repeal the Bylaws or adopt new Bylaws, provided that the Bylaws at no time shall contain any provision inconsistent with the law or the Articles of Incorporation; provided further, however, that the Bylaws may not be altered, amended, or repealed without the written consent of Thomas W. Gimbel.


### CERTIFICATE OF THE SECRETARY

I, Gail M. Gimbel, do hereby certify that:

I am the duly elected and acting Secretary of the Neilan Foundation, a California nonprofit public benefit corporation (the "Corporation"); and

The Bylaws attached to this certificate constitute the Amended Bylaws of the Corporation as duly adopted by the Board of Directors of the Corporation, which action was unanimously ratified and approved by the directors of the Corporation as of September 30, 2009.

IN WITNESS WHEREOF, I have subscribed my name to this certificate on September 30, 2009.

  
\_\_\_\_\_  
Gail M. Gimbel  
Secretary