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

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

OMB No 1545 0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

OTTO & EDNA NEELY FOUNDATION
325 NORTH ALMA SCHOOL ROAD, SUITE 1
CHANDLER, AZ 85224-4379

A Employer identification number: 86-0581770

B Telephone number (see the instructions): (480) 917-0767

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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, column (c), line 16)* ► $ 13,354,102.

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 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				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	359,217.	359,217.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-2,486,988.			
b Gross sales price for all assets on line 6a 6,281,554.				
7 Capital gain net income (from Part IV, line 2)		0.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	-2,127,771.	359,217.		
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	126,240.	24,996.		101,244.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	1,356.	271.		1,085.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch) SEE ST 1	85,497.	85,497.		
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 2	9,082.	3,306.		5,776.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 3	21,857.	3,639.		18,218.
24 **Total operating and administrative expenses.** Add lines 13 through 23	244,032.	117,709.		126,323.
25 Contributions, gifts, grants paid PART XV	656,972.			656,972.
26 **Total expenses and disbursements.** Add lines 24 and 25	901,004.	117,709.		783,295.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-3,028,775.			
b **Net investment income** (if negative, enter 0)		241,508.		
c **Adjusted net income** (if negative, enter 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	9,346.	9,905.	9,905.
	2 Savings and temporary cash investments	1,894,101.	991,578.	991,578.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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)	1,986,991.	3,794,805.	3,870,722.
	b Investments – corporate stock (attach schedule)	9,621,206.	3,325,593.	3,587,704.
	c Investments – corporate bonds (attach schedule)	2,440,583.	4,201,365.	4,294,193.
	11 Investments – land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)		600,206.	600,000.
	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 instructions. Also, see page 1, item I)	15,952,227.	12,923,452.	13,354,102.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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	10,384,441.	10,384,441.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,567,786.	2,539,011.	
	30 **Total net assets or fund balances** (see the instructions)	15,952,227.	12,923,452.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	15,952,227.	12,923,452.	

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	15,952,227.
2	Enter amount from Part I, line 27a	2	-3,028,775.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	12,923,452.
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	12,923,452.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 4			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
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	-2,486,988.
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 the instructions). If (loss), enter -0- in Part I, line 8	3	-479,717.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	879,440.	16,055,091.	0.054776
2007	894,575.	19,347,024.	0.046238
2006	847,838.	18,643,894.	0.045475
2005	793,046.	17,500,428.	0.045316
2004	744,819.	16,807,335.	0.044315

2	**Total** of line 1, column (d)	2	0.236120
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	0.047224
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,763,077.
5	Multiply line 4 by line 3	5	602,724.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,415.
7	Add lines 5 and 6	7	605,139.
8	Enter qualifying distributions from Part XII, line 4	8	783,295.

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 the instructions)

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	2,415.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,415.
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	2,415.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 17,059.		
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	17,059.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	14,644.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 14,644. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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		X
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		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► AZ			
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	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)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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		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 ► N/A

14 The books are in care of ► HARLEY CHRISTIAN CPA Telephone no. ► (480) 917-0767

Located at ► 325 N ALMA SCHOOL ROAD #1 CHANDLER, AZ ZIP + 4 ► 85224-4379

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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 the instructions)?		1b		X
	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 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?	☐ 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 the instructions.)		2b	N/A	
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 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	N/A	
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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

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

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 STATEMENT 5		126,240.	1,356.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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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	11,306,780.
b Average of monthly cash balances		1b	1,492,316.
c Fair market value of all other assets (see instructions)		1c	158,343.
d Total (add lines 1a, b, and c)		1d	12,957,439.
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	12,957,439.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	194,362.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	12,763,077.
6 **Minimum investment return.** Enter 5% of line 5		6	638,154.

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	638,154.
2a Tax on investment income for 2009 from Part VI, line 5	2a 2,415.		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	2,415.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	635,739.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	635,739.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	635,739.

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	783,295.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	783,295.
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	2,415.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	780,880.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				635,739.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			724,893.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 783,295.				
a Applied to 2008, but not more than line 2a			724,893.	
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 2009 distributable amount				58,402.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(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 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				577,337.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1a 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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).)

NONE

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.

NONE

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 of the person to whom applications should be addressed.

SEE STATEMENT 6

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 STATEMENT 7				
Total			► 3a	656,972.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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					
4 Dividends and interest from securities			14	359,217.	
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	-2,486,988.	
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)				-2,127,771.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-2,127,771.

(See worksheet in the instructions for line 13 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 the instructions.)
N/A	

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)		X
(2) Other assets	1a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
N/A			

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
N/A		

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

► Harley Christian | 5-10-10 | ► SEC/TRS/DIR/MGR

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ► SELF-PREPARED	Date	Check if self-employed ► ☐	Preparer's Identifying number (See Signature in the instrs)
Firm's name (or yours if self employed), address, and ZIP code ►		EIN ►	
		Phone no ►	

TEEA0503L 07/06/09

STATEMENT 1
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	$ 85,497.	$ 85,497.		
TOTAL	$ 85,497.	$ 85,497.		$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	$ 1,862.	$ 1,862.		
PAYROLL TAXES	7,220.	1,444.		$ 5,776.
TOTAL	$ 9,082.	$ 3,306.		$ 5,776.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	$ 1,000.			$ 1,000.
GIFTS FOR COLLEGE GRADUATES	1,683.			1,683.
LICENSES & FEES	10.			10.
OFFICE EXPENSES	17,106.	$ 3,421.		13,685.
PUBLIC NOTICE	20.			20.
SCHOLARSHIP DINNER	950.			950.
TELEPHONE	690.	138.		552.
WORKMEN'S COMPENSATION INSURANCE	398.	80.		318.
TOTAL	$ 21,857.	$ 3,639.		$ 18,218.

STATEMENT 4
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	S/T SECURITIES - MAD	PURCHASED	VARIOUS	VARIOUS
2	L/T SECURITIES - MAD	PURCHASED	VARIOUS	VARIOUS
3	S/T SECURITIES - CLEARBRIDGE	PURCHASED	VARIOUS	VARIOUS
4	L/T SECURITIES - CLEARBRIDGE	PURCHASED	VARIOUS	VARIOUS
5	S/T SECURITIES - NWQ	PURCHASED	VARIOUS	VARIOUS
6	L/T SECURITIES - NWQ	PURCHASED	VARIOUS	VARIOUS
7	S/T SECURITIES - TRADEWINDS	PURCHASED	VARIOUS	VARIOUS

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
8	L/T SECURITIES - TRADEWINDS	PURCHASED	VARIOUS	VARIOUS
9	LITIGATION SETTLEMENT PROCEEDS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	503,698.		502,417.	1,281.				$ 1,281.
2	975,033.		996,288.	-21,255.				-21,255.
3	1022329.		1168481.	-146,152.				-146,152.
4	976,308.		1688049.	-711,741.				-711,741.
5	1019776.		1107282.	-87,506.				-87,506.
6	475,751.		1219549.	-743,798.				-743,798.
7	681,547.		928,887.	-247,340.				-247,340.
8	607,085.		1157589.	-550,504.				-550,504.
9	20,027.		0.	20,027.				20,027.
							TOTAL	$-2486988.

STATEMENT 5
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
CLIFFORD W. SAYLOR 325 N ALMA SCHOOL RD, STE 1 CHANDLER, AZ 85224-4379	PRES/DIR 2.00	$ 5,760.	$ 0.	$ 0.
HARLEY CHRISTIAN 325 N ALMA SCHOOL RD, STE 1 CHANDLER, AZ 85224-4379	SEC/TRS/DIR/MGR 45.00	98,880.	1,356.	0.
LOGAN W. STILLWELL 325 N ALMA SCHOOL RD, STE 1 CHANDLER, AZ 85224-4379	1ST VP/DIR 2.00	4,500.	0.	0.
NORMAN L. KNOX 325 N ALMA SCHOOL RD, STE 1 CHANDLER, AZ 85224-4379	DIRECTOR 2.00	3,600.	0.	0.
GREGORY L. BAMFORD 325 N ALMA SCHOOL RD, STE 1 CHANDLER, AZ 85224-4379	DIRECTOR 2.00	4,500.	0.	0.
STEVE HAASE 325 N ALMA SCHOOL RD, STE 1 CHANDLER, AZ 85224-4379	DIRECTOR 2.00	4,500.	0.	0.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ROBERT H. NEILL 325 N ALMA SCHOOL RD, STE 1 CHANDLER, AZ 85224-4379	DIRECTOR 2.00	$ 4,500.	$ 0.	$ 0.
	TOTAL	$ 126,240.	$ 1,356.	$ 0.

STATEMENT 6
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	OTTO & EDNA NEELY FOUNDATION
CARE OF:	
STREET ADDRESS:	325 N ALMA SCHOOL ROAD, SUITE 1
CITY, STATE, ZIP CODE:	CHANDLER, AZ 85224-4379
TELEPHONE:	(480) 917-0767
FORM AND CONTENT:	COMPLETED APPLICATION AND REQUIRED ATTACHMENTS
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
A & A COTTAGES P.O. BOX 2992 MESA, AZ 85214	NONE	EXEMPT	EMPOWER PROGRAM	$ 5,000.
ANDRE HOUSE OF ARIZONA, INC P.O. BOX 2014 PHOENIX, AZ 85001	NONE	EXEMPT	FOOD & CLOTHING FOR POOR AND HOMELESS	12,000.
AZ STATE UNIVERSITY FOUNDATION P.O. BOX 2260 TEMPE, AZ 85280	NONE	EXEMPT	SCHOLARSHIPS	117,600.
ARIZONA FFA FOUNDATION, INC. P.O. BOX 33455 PHOENIX, AZ 85067	NONE	EXEMPT	2009 STATE PARAPROFESSIONAL S, CDE DAY, AND SCHOLARSHIPS	25,000.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
AZ CACTUS-PINE GIRL SCOUTS 119 EAST CORONADO ROAD PHOENIX, AZ 85004	NONE	EXEMPT	UNRESTRICTED	$ 5,000.
ARIZONA ACADEMY OF PERFORMING ARTS P O BOX 11926 TEMPE, AZ 85284	NONE	EXEMPT	PURCHASE UNIFORMS FOR BAND MEMBERS	6,500.
BOYS SCOUTS OF AMERICA 2969 N. GREENFIELD ROAD PHOENIX, AZ 85016	NONE	EXEMPT	GRAND CANYON COUNCIL	5,000.
BRIDGING AZ FURNITURE BANK 25 NORTH EXTENSION ROAD MESA, AZ 85201	NONE	EXEMPT	CHALLENGE GRANT	15,000.
CENTRAL AZ COLLEGE FOUNDATION 8470 NORTH OVERFIELD ROAD COOLIDGE, AZ 85228	NONE	EXEMPT	SCHOLARSHIPS	6,000.
CENTRAL AZ SHELTER SERVICES 230 SOUTH 12TH AVENUE PHOENIX, AZ 85007	NONE	EXEMPT	DENTAL CLINIC	16,000.
CHANDLER CHRISTIAN COMM CTR P.O. BOX 591 CHANDLER, AZ 85244	NONE	EXEMPT	FOOD & CLOTHING FOR POOR AND HOMELESS	10,000.
CHANDLER HISTORICAL SOCIETY P O 296 CHANDLER, AZ 85244	NONE	EXEMPT	UNRESTRICTED	2,000.
CHILD CRISIS CENTER P.O. BOX 4114 MESA, AZ 85211	NONE	EXEMPT	UNRESTRICTED	5,000.
EVIT EDUCATION FOUNDATION, INC 1601 WEST MAIN STREET MESA, AZ 85201	NONE	EXEMPT	SCHOLARSHIPS	8,000.
FIRST PRESBYTERIAN CHURCH 161 NORTH MESA DRIVE MESA, AZ 85201	NONE	EXEMPT	CHRIST HAVEN PROGRAM	32,000.
FIRST UNITED METHODIST CHURCH 331 SOUTH COOPER ROAD GILBERT, AZ 85233	NONE	EXEMPT	UNRESTRICTED	4,000.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
GILBERT HISTORICAL SOCIETY P.O. BOX 1484 GILBERT, AZ 85299	NONE	EXEMPT	UNRESTRICTED	$ 11,000.
GILBERT NATIONAL LITTLE LEAGUE P.O. BOX 1013 GILBERT, AZ 85299	NONE	EXEMPT	YOUTH SPORTS	1,000.
GILBERT SISTER CITIES, INC. P.O. BOX 527 GILBERT, AZ 85299	NONE	EXEMPT	STUDENT EXCHANGE PROGRAM	2,500.
GIRLS RANCH, INC. OF AZ 715 WEST MARIPOSA STREET PHOENIX, AZ 85013	NONE	EXEMPT	UNRESTRICTED	1,000.
MARICOPA COMMUNITY COLLEGE FOUNDATION 2419 WEST 14TH STREET TEMPE, AZ 85281	NONE	EXEMPT	SCHOLARSHIPS	58,300.
MARICOPA COUNTY FAIR, INC. 1826 WEST MCDOWELL ROAD PHOENIX, AZ 85007	NONE	EXEMPT	MARICOPA COUNTY FAIR LIVESTOCK AUCTION	4,572.
MESA ARTS CENTER FOUNDATION P.O. BOX 1466 MESA, AZ 85211	NONE	EXEMPT	BASIC ARTS LEARNING PROGRAM	15,000.
METROPOLITAN YOUTH SYMPHONY P.O. BOX 41852 MESA, AZ 85274	NONE	EXEMPT	MUSIC EQUIP, MYS COMM OUTREACH PROGRAM AND OPERATIONS	20,000.
NEIGHBORS WHO CARE, INC. 10450 E. RIGGS RD STE 113 SUN LAKES, AZ 85248	NONE	EXEMPT	DINNER DELIVERY PROGRAM TO HOMEBOUND	3,000.
NEW LIFE CENTER, INC. P.O. BOX 5005 GOODYEAR, AZ 85338	NONE	EXEMPT	SPONSOR WEEKEND COUNSELOR PROGRAM	4,000.
NORTHERN AZ UNIV FNDN, INC. P.O. BOX 4108 FLAGSTAFF, AZ 86011	NONE	EXEMPT	SCHOLARSHIPS	36,000.
PAZ DE CRISTO COMM CENTER 424 WEST BROADWAY ROAD MESA, AZ 85210		EXEMPT	FOOD FOR HOMELESS	5,000.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
POSITIVELY SPEAKING FOUNDATION P.O. BOX 6527 APACHE JUNCTION, AZ 85278	NONE	EXEMPT	SPONSOR FOOTBALL CAMP FOR AT RISK YOUTHS	$ 1,000.
A NEW LEAF 868 EAST UNIVERSITY DRIVE MESA, AZ 85203	NONE	EXEMPT	LA MESITA - A FAMILY SHELTER	5,000.
PUBLIC SAFETY MINISTRIES, INC. P.O. BOX 2104 APACHE JUNCTION, AZ 85217	NONE	EXEMPT	COPS MINISTRIES	4,500.
CHANDLER SYMPHONY ORCHESTRA P.O. BOX 6475 CHANDLER, AZ 85246	NONE	EXEMPT	UNRESTRICTED	9,000.
SOUTHWEST SHAKESPEARE COMPANY P.O. BOX 30595 MESA, AZ 85275	NONE	EXEMPT	EDUCATIONAL OUTREACH PROGRAM	10,000.
ST. MARY'S FOOD BANK ALLIANCE 2831 NORTH 31ST AVENUE PHOENIX, AZ 85009	NONE	EXEMPT	UNRESTRICTED	10,000.
ST. VINCENT DE PAUL SOCIETY P.O. BOX 13600 PHOENIX, AZ 85002	NONE	EXEMPT	UNRESTRICTED	16,000.
SUNSHINE ACRES CHILDREN'S HOME 3405 NORTH HIGLEY ROAD MESA, AZ 85215	NONE	EXEMPT	UNRESTRICTED	2,000.
THE PHOENIX ZOO 455 NORTH GALVIN PARKWAY PHOENIX, AZ 85008	NONE	EXEMPT	UNRESTRICTED	1,000.
THE SALVATION ARMY - CHANDLER P.O. BOX 250 CHANDLER, AZ 85244	NONE	EXEMPT	UNRESTRICTED	2,500.
THE SALVATION ARMY - MESA P.O. BOX 1120 MESA, AZ 85211	NONE	EXEMPT	UNRESTRICTED	2,500.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF AZ FOUNDATION 1111 NORTH CHERRY TUCSON, AZ 85721	NONE	EXEMPT	SCHOLARSHIPS	$ 19,000.
VALLEY LEADERSHIP CORPORATION 4105 N. 20TH STREET, SUITE 200 PHOENIX, AZ 85016	NONE	EXEMPT	VALLEY TEEN LEADERSHIP SCHOLARSHIPS	12,500.
VALLEY OF THE SUN YMCA 5725 SOUTH SENATOR HIGHWAY PRESCOTT, AZ 86303	NONE	EXEMPT	YMCA CAMPING SERVICES SCHOLARSHIPS	12,000.
UNITED FOOD BANK 358 EAST JAVELINA STREET MESA, AZ 85210	NONE	EXEMPT	UNRESTRICTED	10,000.
EMBRY RIDDLE AERONAUTICAL UNIVERSITY 3200 WILLOW CREEK ROAD PRESCOTT, AZ 86301	NONE	EXEMPT	SCHOLARSHIP	1,500.
GABRIEL'S ANGELS 220 SOUTH MULBERRY STREET MESA, AZ 85202	NONE	EXEMPT	UNRESTRICTED	5,000.
GREAT HEARTS ACADEMIES 444 N 44TH STREET STE 100 PHOENIX, AZ 85008	NONE	EXEMPT	CAPITAL CAMPAIGN CHANDLER/GILBERT CAMPUS	20,000.
UMOM NEW DAY CENTERS INC 3302 EAST VAN BUREN STREET PHOENIX, AZ 85008	NONE	EXEMPT	CAPITAL CAMPAIGN	20,000.
TEEN CHALLENGE OF ARIZONA INC P O BOX 5966 TUCSON, AZ 85703	NONE	EXEMPT	UNRESTRICTED	8,000.
ARIZONA OUTDOOR ADVENTURES INC P O BOX 37982 PHOENIX, AZ 85069	NONE	EXEMPT	UNRESTRICTED	3,000.
ARIZONANS FOR CHILDREN INC 2435 EAST JA JOLLA DRIVE TEMPE, AZ 85282	NONE	EXEMPT	UNRESTRICTED	5,000.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
DESERT SOUNDS PERFORMING ARTS INC P O BOX 7526 CHANDLER, AZ 85246	NONE	EXEMPT	PURCHASE MUSICAL INSTRUMENTS FOR ELEMENTARY STUDENTS TO USE	$ 2,000.
PHOENIX BOYS CHOIR ASSOCIATION 1131 EAST MISSOURI AVENUE PHOENIX, AZ 85014	NONE	EXEMPT	UNRESTRICTED	5,000.
SUPERSTITION MOUNTAIN HISTORICAL SOCIETY P O BOX 3845 APACHE JUNCTION, AZ 85117	NONE	EXEMPT	CAPITAL CAMPAIGN FOR NEW BUILDING	5,000.
WELLCARE FOUNDATION 55 EAST LEXINGTON AVENUE PHOENIX, AZ 85012	NONE	EXEMPT	GRANT TO BE USED FOR EXPENSES OF OPERATING THE GILBERT AZ CLINIC	8,000.
WASTE NOT INC 1700 NORTH GRANITE REEF ROAD SCOTTSDALE, AZ 85257	NONE	EXEMPT	UNRESTRICTED	5,000.
YOUNG LIFE P O BOX 520 COLORADO SPRINGS, CO 80901	NONE	EXEMPT	YOUNG LIFE GILBERT/HIGLEY - 5000 YOUNG LIFE CHANDLER - 10000	15,000.
PAMELA A SPIZALE PHOENIX, AZ 85020	NONE	PERSON	PAY FOR EMERGENCY MEDICAL BILLS	2,000.
			TOTAL	$ 656,972.

BALANCE SHEET
OTHER (FORM 990-PF)[O]

AMERICAN CAPITAL REALTY TRUST		$ 300,000.
ATEL GROWTH CAPITAL FUND V		300,206.
	TOTAL	$ 600,206.

FMV OF ASSETS (990-PF)
OTHER [O]

AMERICAN CAPITAL REALTY TRUST		$ 300,000.
ATEL GROWTH CAPITAL FUND V		300,000.
	TOTAL	$ 600,000.

Daily News-Sun

10102 Santa Fe Drive
Sun City, Arizona 85351
623.977.8351 Fax 623.876.2589

Affidavit of Publication

Account Number: **0212268**

Ad Description:
The annual report of the Otto & Edna Neely Foundation is available

Ad Number: **16481177**

Price: **$21.26**

I, Theresa DiBona, Legal Representative, acknowledge that the attached ad was published in a newspaper of general circulation. The dates of the publication are as follows:
May 1, 2010

Daily News-Sun and
Mesa Tribune/Chandler Tribune

Theresa DiBona

Theresa DiBona, Legal Representative

STATE OF ARIZONA,
COUNTY OF MARICOPA

On May 1, 2010 Theresa DiBona appeared before me, whom I know personally to be the person who signed the above document and proved she signed it.

Shelly Luna

Shelly Luna, Notary Public

East Valley Tribune

120 West First Avenue
Mesa, AZ 85210
480.898.6371 Fax: 480.898.6463

PUBLIC NOTICE

The annual report of the Otto & Edna Neely Foundation is available at the address noted below for inspection during normal business hours, by any citizen who so requests within 180 days after publication of this notice of its availability.
Otto & Edna Neely Foundation, c/o Harley Christian, CPA, 325 N. Alma School Road, Ste. 1, Chandler, AZ 85224.
The principal manager is Harley Christian, Secretary/Treasurer
Telephone
(480) 917-0767

May 1, 2010 / 16481177

OFFICIAL SEAL
SHELLY LUNA
Notary Public - Arizona
Maricopa County
Commission Expires Jan 22, 2013