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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

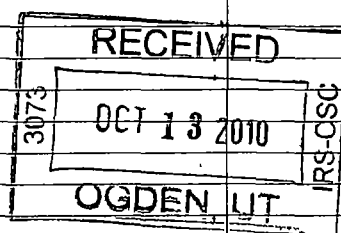
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , 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	Name of foundation THE NEILL FOUNDATION	A Employer identification number 91-2171390
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 12108 W COWPATH	B Telephone number 512-249-9049
	City or town, state, and ZIP code AUSTIN, TX 78727	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 22,104.36 (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,098.40	2,098.40		STATEMENT 1
	4 Dividends and interest from securities				
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	191.02			
	b Gross sales price for all assets on line 6a	3,230.52			
	7 Capital gain net income (from Part IV, line 2)		191.02		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	2,289.42	2,289.42		
	13 Compensation of officers, directors, trustees, etc	0.00	0.00		0.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	600.00	0.00		0.00
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	213.43	0.00		0.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	17.50	0.00		0.00
	24 Total operating and administrative expenses. Add lines 13 through 23	830.93	0.00		0.00
	25 Contributions, gifts, grants paid	4,355.50			4,355.50
	26 Total expenses and disbursements Add lines 24 and 25	5,186.43	0.00		4,355.50
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<2,897.01>			
	b Net investment income (if negative, enter -0-)		2,289.42		
	c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		
	Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
1 Cash - non-interest-bearing	5,246.69		
2 Savings and temporary cash investments		21,288.12	21,288.12
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	17,625.00		
7 Other notes and loans receivable ▶ 816.24 Less: allowance for doubtful accounts ▶	2,129.68	816.24	816.24
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers)	25,001.37	22,104.36	22,104.36
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.00	0.00	
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.00	0.00	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
29 Retained earnings, accumulated income, endowment, or other funds	25,001.37	22,104.36	
30 Total net assets or fund balances	25,001.37	22,104.36	
31 Total liabilities and net assets/fund balances	25,001.37	22,104.36	

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	25,001.37
2 Enter amount from Part I, line 27a	2	<2,897.01>
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	22,104.36
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,104.36

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 204 SHS DELL	D	10/27/09	11/20/09
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 3,230.52		3,039.50	191.02
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			191.02
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	191.02
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,560.00	27,520.46	.093022
2007	1,812.17	28,689.81	.063164
2006	13,856.87	29,859.16	.464074
2005	6,076.35	29,859.16	.203500
2004	6,076.35	29,859.16	.203500

2 Total of line 1, column (d)	2	1.027260
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	.205452
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	21,772.79
5 Multiply line 4 by line 3	5	4,473.26
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22.89
7 Add lines 5 and 6	7	4,496.15
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	4,355.50

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	45.79
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.00
3	Add lines 1 and 2	3	45.79
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	45.79
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	45.79
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		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>PAMELA NEILL</u> Located at ▶ <u>12108 W COW PATH, AUSTIN, TX</u>	Telephone no. ▶ <u>512-249-9049</u> ZIP+4 ▶ <u>78727</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			<input type="checkbox"/> 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? <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 checked="" type="checkbox"/> Yes <input 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 checked="" type="checkbox"/> Yes <input 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	X
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 ▶ _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
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.) N/A	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

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)? 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 the 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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? 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? 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.

(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
JOHNNY M NEILL 12108 W COWPATH AUSTIN, TX 78727	TRUSTEE 0.00	0.00	0.00	0.00
PAMELA J NEILL 12108 W COWPATH AUSTIN, TX 78727	TRUSTEE 1.00	0.00	0.00	0.00

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 SEE ATTACHED EXHIBIT 1	
	0.00
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.00

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	0.00
b	Average of monthly cash balances	1b	21,288.12
c	Fair market value of all other assets	1c	816.24
d	Total (add lines 1a, b, and c)	1d	22,104.36
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	22,104.36
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	331.57
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,772.79
6	Minimum investment return Enter 5% of line 5	6	1,088.64

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	1,088.64
2a	Tax on investment income for 2009 from Part VI, line 5	2a	45.79
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	45.79
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,042.85
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	1,042.85
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,042.85

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	4,355.50
b	Program-related investments - total from Part IX-B	1b	0.00
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	4,355.50
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	5	0.00
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	4,355.50

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				1,042.85
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.00	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	6,832.00			
b From 2005	14,186.93			
c From 2006	12,256.73			
d From 2007	377.68			
e From 2008	1,183.98			
f Total of lines 3a through e	34,837.32			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 4,355.50				
a Applied to 2008, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2009 distributable amount				1,042.85
e Remaining amount distributed out of corpus	3,312.65			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	38,149.97			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	6,832.00			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	31,317.97			
10 Analysis of line 9:				
a Excess from 2005	14,186.93			
b Excess from 2006	12,256.73			
c Excess from 2007	377.68			
d Excess from 2008	1,183.98			
e Excess from 2009	3,312.65			

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

N/A

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)(iii)					
(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 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).)

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:
PAMELA J. NEILL, 512-249-9049
12108 WEST COW PATH, AUSTIN, TX 78727

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year SEE ATTACHED EXHIBIT 1</p>				4,355.50
Total				▶ 3a 4,355.50
<p>b Approved for future payment</p> <p>NONE</p>				
Total				▶ 3b 0.00

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

Employer identification number

THE NEILL FOUNDATION

91-2171390

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)

LHA 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)

Name of organization THE NEILL FOUNDATION	Employer identification number 91-2171390
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	NONE 	\$ _____	Person <input checked="" 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.)
_____	_____ 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

The Neill Foundation
EXHIBIT 1 - CHARITABLE ACTIVITIES

January through December 2009

Date	Num	Name Address	Name Phone #	Name E-Mail	Memo	Amount
Aids Walk of Austin						
10/26/2009	2399	PO Box 4874 Austin TX 78765	512-458-2437	aidswalk@asaustin.org	medical research	100 00
Total Aids Walk of Austin						100 00
Austin Children's Museum						
12/24/2009	2461	201 Colorado St Austin, TX 78701-3922	512-472-2499	www.austinkids.org	children's betterment	65 00
Total Austin Children's Museum						65 00
Bob Bullock Texas State Museum						
11/16/2009	2451	1800 Congress Ave Austin, TX 78701	512-936-4639	www.thestoryoftexas.com	museum	60 00
Total Bob Bullock Texas State Museum						60 00
Circle of Friends						
11/24/2009	2367	4900 Mueller Blvd Austin TX 78723	512-324-0170	www.childreusaustin.org	children's betterment	12 50
Total Circle of Friends						12 50
Davis Elementary PTA						
8/24/2009	2123	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	14 00
8/25/2009	2121	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	14 00
8/25/2009	2122	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	22 00
11/3/2009	2476	5214 Duval Rd Austin TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	35 00
11/3/2009	2372	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	20 00
11/3/2009	2373	5214 Duval Rd Austin TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	25 00
11/9/2009	2365	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	20 00
11/25/2009	2454	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	52 50
12/7/2009	2460	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	35 69
12/10/2009	2459	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	250 00
12/31/2009	5	5214 Duval Rd Austin TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	144 00
Total Davis Elementary PTA						632 19
Juvenile Diabetes Research Foundation						
4/3/2009	2364	8701 N MoPac, Suite 1100 Austin, TX 78759	512-343-0663	austin@jdrf.org	medical research don	550 00
10/7/2009	2397	8701 N MoPac, Suite 1100 Austin, TX 78759	512-343-0663	austin@jdrf.org	medical research don	25 00
Total Juvenile Diabetes Research Foundation						575 00
KUT						
9/30/2009	2395	Dean Keeton & Guadalupe Austin, TX	512-471-1631	www.kut.org	Public radio donation	25 00
Total KUT						25 00
Lance Armstrong Foundation						
10/26/2009	2398	2201 E Sixth St Austin, TX 78702	877-236-8820	www.livestrong.org	medical research don	180 00
Total Lance Armstrong Foundation						180 00
March of Dimes						
5/12/2009	2108	8131 LBJ Freeway Suite #115 Dallas, TX 7525	972-669-3463	www.marchofdimes.com	medical research don	50 17
Total March of Dimes						50 17
Murchison Middle School						
9/1/2009	2124	3700 N Hills Dr Austin, TX 78731	512-414-3254	www.austinschools.org/campus/murchison/	education donation	53 00
9/23/2009	2391	3700 N Hills Dr Austin TX 78731	512-414-3254	www.austinschools.org/campus/murchison/	education donation	117 00
11/9/2009	2371	3700 N Hills Dr Austin TX 78731	512-414-3254	www.austinschools.org/campus/murchison/	education donation	60 00
11/18/2009	2453	3700 N Hills Dr Austin TX 78731	512-414-3254	www.austinschools.org/campus/murchison/	education donation	30 00
Total Murchison Middle School						260 00
Murchison Middle School PTA						
11/18/2009	2452	3700 N Hills Dr Austin TX 78731	512-414-3254	www.austinschools.org/campus/murchison/	education donation	25 00
Total Murchison Middle School PTA						25 00
National Wildlife Federation						
10/28/2009	2392	11100 Wildlife Center Dr Reston VA 20190	800-822-9919	www.nwf.org	wildlife preservation	25 00
Total National Wildlife Federation						25 00
SMVA Trust (Guru)						
5/20/2009	2105	220 Indian Trail Road Oak Brook, IL 60523		www.karunamay.org/SMVA-Trust	church	60 00
Total SMVA Trust (Guru)						60 00
Susan G Komen Breast Cancer Foundation						
10/28/2009	2366	5005 LBJ Freeway, Suite 250 Dallas, TX 75244	800-462-9273	www.komen.org/	medical research don	160 00
11/5/2009	2374	5005 LBJ Freeway, Suite 250 Dallas, TX 75244	800-462-9273	www.komen.org/	medical research don	30 00
Total Susan G Komen Breast Cancer Foundation						190 00
The Fellowship at Forest Creek						
7/15/2009	2118	Round Rock TX	512-255-5265		church	50 00
Total The Fellowship at Forest Creek						50 00
Unity Church of the Hills						
1/6/2009	2363	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
3/31/2009	2101	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
4/7/2009	2103	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
4/7/2009	2102	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	17 00
4/14/2009	2104	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
4/21/2009	2106	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
4/28/2009	2107	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
5/5/2009	2109	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
5/12/2009	2110	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	25 00
6/2/2009	2111	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	25 00
6/3/2009	2112	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	50 00
6/15/2009	2113	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	50 00
6/23/2009	2114	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
6/30/2009	2116	9905 Anderson Mill Road Austin TX 78750	512-335-4449	www.unityhills.org	church	51 17

The Neill Foundation
EXHIBIT 1 - CHARITABLE ACTIVITIES

January through December 2009

Date	Num	Name Address	Name Phone #	Name E-Mail	Memo	Amount
6/30/2009	2117	9905 Anderson Mill Road Austin TX 78750	512-335-4449	www.unityhills.org	church	30.32
7/14/2009	2119	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
8/18/2009	2120	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
9/1/2009	2389	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	75.00
9/1/2009	2125	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
9/9/2009	2390	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
9/15/2009	2393	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
9/22/2009	2394	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
10/15/2009	2400	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
10/27/2009	2369	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
11/2/2009	2368	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	20.00
11/2/2009	2370	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	10.00
11/3/2009	2375	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
11/24/2009	2455	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
12/1/2009	2458	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	16.24
12/1/2009	2457	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
12/8/2009	2462	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
12/15/2009	2464	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
12/29/2009	2465	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51.17
Total Unity Church of the Hills						1,495.47
Viswadarsanam						
1/30/2009	2360	India Green Org Feny Land Nanyapuram 689 5	91-468-235-0543	www.viswadarsanam.org/	Humanity and Nature	500.00
Total Viswadarsanam						500.00
Wonders and Worries						
10/2/2009	2396	923 Westbank Drive, Suite C Austin, TX	512-329-5757	www.wondersandworries.org	children's betterment	50.17
Total Wonders and Worries						50.17
TOTAL						4,355.50

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	2,098.40
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,098.40

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND ACCOUNTING	600.00	0.00		0.00
TO FORM 990-PF, PG 1, LN 16B	600.00	0.00		0.00

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR TAX	213.43	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	213.43	0.00		0.00

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	17.50	0.00		0.00
TO FORM 990-PF, PG 1, LN 23	17.50	0.00		0.00