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

OMB No 1545-0052

**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 Sep 16, 2009, and ending Aug 31, 2010**

**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 <b>GEORGE REED MCNEILL ANIMAL WELFARE FUND</b>		<b>A</b> Employer identification number <b>27-1045290</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>7000 WEST 127TH STREET</b>		<b>B</b> Telephone number (see the instructions) <b>(708) 448-4400</b>
	City or town State ZIP code <b>PALOS HEIGHTS IL 60463</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
	<b>H</b> 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		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>\$ 4,465,056.</b>		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	1 Contributions, gifts, grants, etc., received (att sch)	5,183,186.			
	2 <input type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	31,473.	31,473.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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 <b>Total.</b> Add lines 1 through 11	5,214,659.	31,473.			
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) <b>L-16c Stmt</b>	21,758.	21,758.		
	17 Interest	2.	2.		
	18 Taxes (attach schedule)(see instr)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) See line 23 Stmt	82.	20.			
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	21,842.	21,780.			
25 Contributions, gifts, grants paid	400,000.			400,000.	
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	421,842.	21,780.		400,000.	
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>	4,792,817.				
b <b>Net investment income</b> (if negative, enter -0-)		9,693.			
c <b>Adjusted net income</b> (if negative, enter -0-)					

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REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES

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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
<b>ASSETS</b>	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	0.	1,478,529.	1,478,529.
	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)			
	b Investments — corporate stock (attach schedule)	0.	1,533,697.	1,386,527.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt		1,600,000.	1,600,000.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)	0.	4,612,226.	4,465,056.	
<b>LIABILITIES</b>	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 <b>Total liabilities</b> (add lines 17 through 22)			
<b>NET ASSET BALANCES</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>			
	24 Unrestricted	0.	4,612,226.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see the instructions)	0.	4,612,226.	
	31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)	0.	4,612,226.	

**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	0.
2 Enter amount from Part I, line 27a	2	4,792,817.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,792,817.
5 Decreases not included in line 2 (itemize) <b>NET CAPITAL LOSSES—PART IV LINE 2</b>	5	180,591.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,612,226.

**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)
<b>1 a SEE ATTACHED STATEMENT</b>			
<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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
<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)	<div style="border: 1px solid black; padding: 2px;">         If gain, also enter in Part I, line 7          If (loss), enter -0- in Part I, line 7       </div>	<b>2</b>	<b>-180,591.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">         If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-          in Part I, line 8       </div>	<b>3</b>	

**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			
2007			
2006			
2005			
2004			

<b>2</b> Total of line 1, column (d)	<b>2</b>	
<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	<b>3</b>	
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	
<b>5</b> Multiply line 4 by line 3	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	
<b>7</b> Add lines 5 and 6	<b>7</b>	
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	

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.

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**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1 194.
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		3 194.
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-		5 194.
6 Credits/Payments.		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	
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	194.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
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
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <b>IL - Illinois</b>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	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 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? Website address <span style="float: right;">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>THOMAS F COURTNEY</u> Telephone no ▶ <u>(708) 448-4400</u> Located at ▶ <u>7000 W 127TH ST</u> <u>PAOS HEIGHTS IL</u> ZIP + 4 ▶ <u>60463</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 <span style="float: right;">▶ 15</span>			

**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
<b>1a</b> 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here <span style="float: right;">▶ <input type="checkbox"/></span>	1b	
<b>c</b> 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
<b>2</b> 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)):		
<b>a</b> 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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	
<b>c</b> 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__		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>b</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	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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 instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

6b

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL GALINSKI 18541 WEST POINT DR TINLEY PARK IL 60477	PRESIDENT 10.00	0.	0.	0.
THOMAS F COURTNEY SR 7000 W 127TH ST PALOS HEIGHTS IL 60463	SEC/TREAS 10.00	0.	0.	0.
SISTER ANNA DOYLE 12251 S 80TH AVE PALOS HEIGHTS IL 60463	VICE PRESIDENT 1.00	0.	0.	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				
0				
0				
0				
0				

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

▶

None

**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

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	

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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	1,955,481.
b	Average of monthly cash balances	1b	0.
c	Fair market value of all other assets (see instructions)	1c	0.
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,955,481.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,955,481.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	29,332.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,926,149.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	92,349.

**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	92,349.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	194.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	0.
c	Add lines 2a and 2b	2c	194.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	92,155.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	92,155.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	92,155.

**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	400,000.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	400,000.
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	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	400,000.

**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.

BAA

Form 990-PF (2009)

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				92,155.
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only				
<b>b</b> Total for prior years. 20__, 20__, 20__				
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: $\$$ <u>400,000.</u>				
<b>a</b> Applied to 2008, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)				
<b>d</b> Applied to 2009 distributable amount				92,153.
<b>e</b> Remaining amount distributed out of corpus	307,847.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	307,847.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				2.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	307,847.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005	0.			
<b>b</b> Excess from 2006	0.			
<b>c</b> Excess from 2007	0.			
<b>d</b> Excess from 2008	0.			
<b>e</b> Excess from 2009	307,847.			

BAA

Form 990-PF (2009)

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

N/A

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

**Part XV** **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**

### 1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- 
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

- a** The name, address, and telephone number 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>				
PALOS COMMUNITY HOSPITAL WAGS 12251 S 80TH AVE PALOS HEIGHTS IL 60463	NONE	501 (C) (3) CORP	TRAINING DOGS FOR PATIENT THERAPY	200,000.
DAZZLE'S PAINTED PASTURES ANIMAL RESCUE 5555 W 175TH ST TINLEY PARK IL 60477	NONE	501 (C) (3) CORP	SHELTER CARE AND PLACEMENT OF ANIMALS	100,000.
PEOPLES ANIMAL WELFARE SOCIETY 8301 W 191ST STREET TINLEY PARK IL 60477	NONE	501 (C) (3) CORP	SHELTER CARE AND PLACEMENT OF ANIMALS	100,000.
<b>Total</b>				<b>400,000.</b>
<b>b Approved for future payment</b>				
<b>Total</b>				

## 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 the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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					
4	Dividends and interest from securities			14	31,473.	
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					
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)				31,473.	
13	Total. Add line 12, columns (b), (d), and (e)				31,473.	

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]



**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

**GEORGE REED MCNEILL ANIMAL WELFARE FUND**

Employer identification number

**27-1045290**

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 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)/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 their 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).

**BAA 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

Employer identification number

GEORGE REED MCNEILL ANIMAL WELFARE FUND

27-1045290

**Part I** Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF GEORGE REED MCNEILL 7000 WEST 127TH ST PALOS HEIGHTS IL 60463	\$ 5,083,186.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ESTATE OF GEORGE REED MCNEILL 7000 WEST 127TH ST PALOS HEIGHTS IL 60463	\$ 100,000.	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.)



Employer identification number

27-1045290

## Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PORTFOLIO OF MARKETABLE SECURITIES		
		\$ 5,083,186.	04/01/10
(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
		\$	

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

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>DELIVERY CHARGES</b>	<b>12.</b>			
<b>TRANSFER FEE</b>	<b>20.</b>	<b>20.</b>		
<b>OFFICE SUPPLIES</b>	<b>50.</b>			
<b>Total</b>	<b>82.</b>	<b>20.</b>		

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WOODBURY FINL SERV	ASSET MANAGEMENT	21,758.	21,758.		
<b>Total</b>		<b>21,758.</b>	<b>21,758.</b>		

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
ANNUITY CONTRACTS-SCHEDULE ATTACHED	1,600,000.	1,600,000.
<b>Total</b>	<b>1,600,000.</b>	<b>1,600,000.</b>

GEORGE REED MCNEIL ANIMAL WELFARE FUND  
T.I.N. 27-1045290  
FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2010  
SCHEDULE B PART II - NONCASH PROPERTY

(a) No. from Part 1		(b) Description of noncash property given	(c) FMV	(d) Date Received
1	1314 SHARES	ALCOA INC COM	\$ 18,711.36	4/1/2010
1	239 SHARES	ALCATEL LUCENT SPON ADR	\$ 745.68	4/1/2010
1	2000 SHARES	ALTRIA GROUP INC COM	\$ 41,040.00	4/1/2010
1	206 SHARES	AMEREN CORP COM	\$ 5,372.48	4/1/2010
1	114 SHARES	AMERICAN ELECTRIC POWER CO	\$ 3,896.52	4/1/2010
1	8500 SHARES	AMERICAN EXPRESS COMPANY	\$ 350,710.00	4/1/2010
1	2072 SHARES	AMERIPRISE FINL INC COM	\$ 93,985.92	4/1/2010
1	207 SHARES	AON CORPORATION	\$ 8,840.97	4/1/2010
1	135 SHARES	ARCHON CORP COM	\$ 2,362.50	4/1/2010
1	856 SHARES	AVIS BUDGET GROUP INC COM	\$ 9,844.00	4/1/2010
1	2000 SHARES	BAXTER INTERNATIONAL INC ISIN#US0718131099	\$ 116,400.00	4/1/2010
1	1161 SHARES	BLOCKBUSTER INC CL A	\$ 293.15	4/1/2010
1	166 SHARES	CBS CORP CL A COM	\$ 2,314.04	4/1/2010
1	1480 SHARES	CBS CORP CL B COM	\$ 20,631.20	4/1/2010
1	1255 SHARES	CVS CAREMARK CORP	\$ 45,882.80	4/1/2010
1	373 SHARES	CARDINAL HEALTH INC COM	\$ 13,439.19	4/1/2010
1	186 SHARES	CAREFUSION CORP COM	\$ 4,915.98	4/1/2010
1	1077 SHARES	CATERPILLAR INC	\$ 67,689.45	4/1/2010
1	822 SHARES	CHEVRON CORP COM NEW	\$ 62,332.26	4/1/2010
1	422 SHARES	CITIGROUP INC COM	\$ 1,709.10	4/1/2010
1	511 SHARES	COMCAST CORP CL A	\$ 9,617.02	4/1/2010
1	858 SHARES	CONSOLIDATED EDISON INC COM	\$ 38,215.32	4/1/2010
1	384 SHARES	CRACKER BARREL OLD CTRY STORE INC COM	\$ 17,809.92	4/1/2010
1	1000 SHARES	CYTRX CORP	\$ 1,110.00	4/1/2010
1	3000 SHARES	D R HORTON INC	\$ 37,800.00	4/1/2010
1	100 SHARES	DEERE & CO	\$ 5,946.00	4/1/2010
1	294 SHARES	DEL MONTE FOODS CO COM	\$ 4,292.40	4/1/2010
1	200 SHARES	DEVON ENERGY CORP NEW COM	\$ 12,886.00	4/1/2010
1	3336 SHARES	DISNEY WALT CO DISNEY COM	\$ 116,459.76	4/1/2010
1	246 SHARES	DIRECTV COM CL A	\$ 8,317.26	4/1/2010
1	1989 SHARES	DOW CHEM CO	\$ 58,814.73	4/1/2010
1	1108 SHARES	DYNEGY INC CL A COM	\$ 1,396.08	4/1/2010

GEORGE REED MCNEIL ANIMAL WELFARE FUND  
T.I.N. 27-1045290  
FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2010  
SCHEDULE B PART II - NONCASH PROPERTY

(a) No. from Part 1		(b) Description of noncash property given	(c) FMV	(d) Date Received
1	200 SHARES	EDWARDS LIFSCIENCES CORP COM	\$ 19,776.00	4/1/2010
1	2036 SHARES	EXELON CORP COM	\$ 89,197.16	4/1/2010
1	2176 SHARES	EXXON MOBIL CORP COM	\$ 145,748.48	4/1/2010
1	300 SHARES	FIRSTENERGY CORP COM	\$ 11,727.00	4/1/2010
1	1922 SHARES	FORD MOTOR CO DEL COM PAR	\$ 24,159.54	4/1/2010
1	850 SHARES	FORT DEARBORN INCOME SECS INC	\$ 12,469.50	4/1/2010
1	199 SHARES	FREEMPORT MCMORAN COPPER & GOLD INC CLASS B	\$ 16,624.46	4/1/2010
1	1481 SHARES	FRONTIER COMMUNICATIONS CORP COM	\$ 11,018.64	4/1/2010
1	10345 SHARES	GENERAL ELECTRIC CO COM	\$ 188,279.00	4/1/2010
1	286 SHARES	HANES BRANDS INC COM	\$ 7,956.52	4/1/2010
1	546 SHARES	HARLEY DAVIDSON INC	\$ 15,326.22	4/1/2010
1	934 SHARES	HEINZ H J COMPANY	\$ 42,599.74	4/1/2010
1	939 SHARES	HOME DEPOT INC COM	\$ 30,376.65	4/1/2010
1	1645 SHARES	HONEYWELL INTL INC COM ISIN#US4385161066	\$ 74,469.15	4/1/2010
1	100 SHARES	HOSPIRA INC COM	\$ 5,665.00	4/1/2010
1	1282 SHARES	INTEGRYS ENERGY GRP INC COM	\$ 60,741.16	4/1/2010
1	285 SHARES	LSI CORP COM	\$ 1,744.20	4/1/2010
1	1705 SHARES	MCDONALDS CORP	\$ 113,757.60	4/1/2010
1	218 SHARES	MCMORAN EXPLORATION CO	\$ 3,189.34	4/1/2010
1	674 SHARES	MEDCOHEALTH SOLUTIONS INC COM	\$ 43,513.44	4/1/2010
1	3255 SHARES	MERCK & CO INC NEW COM	\$ 121,574.25	4/1/2010
1	2134 SHARES	MOTORS LIQ CO COM	\$ 1,218.51	4/1/2010
1	288 SHARES	NCR CORP COM	\$ 3,974.40	4/1/2010
1	1500 SHARES	NAVISTAR INTL CORP NEW	\$ 67,095.00	4/1/2010
1	594.757 SHARES	NEUBERGER & BERMAN MID CAP GROWTH FUND INVESTOR CLASS	\$ 5,323.08	4/1/2010
1	117 SHARES	NEWMONT MINING CORP (HLDG CO)	\$ 5,958.81	4/1/2010
1	54 SHARES	NEWS CORP CL A	\$ 778.14	4/1/2010
1	229 SHARES	NICOR INC	\$ 9,599.68	4/1/2010
1	600 SHARES	NOVELL INC	\$ 3,594.00	4/1/2010
1	10144 SHARES	OCCIDENTAL PETROLEUM CORP	\$ 857,573.76	4/1/2010
1	2428 SHARES	PEP BOYS MANNY MOE & JACK	\$ 24,401.40	4/1/2010
1	4503 SHARES	PEPSICO INC	\$ 297,918.48	4/1/2010

GEORGE REED MCNEIL ANIMAL WELFARE FUND  
T.I.N. 27-1045290  
FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2010  
SCHEDULE B PART II - NONCASH PROPERTY

(a) No. from Part 1		(b) Description of noncash property given	(c) FMV	(d) Date Received
1	6426 SHARES	PFIZER INC COM	\$ 110,205.90	4/1/2010
1	2000 SHARES	PHILIP MORRIS INTL INC COM	\$ 104,320.00	4/1/2010
1	2539 SHARES	SARA LEE CORP	\$ 35,368.27	4/1/2010
1	436 SHARES	SCANA CORP NEW	\$ 16,389.24	4/1/2010
1	1142 SHARES	SMURFIT STONE CONTAINER CORP COM	\$ 296.92	4/1/2010
1	100 SHARES	SONOSITE INC COM	\$ 3,211.00	4/1/2010
1	255 SHARES	STANLEY BLACK & DECKER INC COM	\$ 14,639.55	4/1/2010
1	400 SHARES	STARBUCKS CORP COM	\$ 9,708.00	4/1/2010
1	935 SHARES	TECO ENERGY INC COM	\$ 14,857.15	4/1/2010
1	288 SHARES	TERADATA CORP DEL COM	\$ 8,320.32	4/1/2010
1	501 SHARES	THORATEC CORP COM NEW	\$ 16,758.45	4/1/2010
1	2923 SHARES	TYSON FOODS INC CL A	\$ 55,975.45	4/1/2010
1	2089 SHARES	UNISOURCE ENERGY CORP COM	\$ 65,678.16	4/1/2010
1	915.842 SHARES	VALUE LINE PREMIER GROWTH FUND	\$ 21,229.22	4/1/2010
1	1880.476 SHARES	VANGUARD U.S. GROWTH FUND	\$ 31,892.87	4/1/2010
1	1896.542 SHARES	VANGUARD INTERNATIONAL GROWTH FUND	\$ 33,037.76	4/1/2010
1	145 SHARES	VIACOM INC CL A NEW	\$ 5,318.60	4/1/2010
1	1279 SHARES	VIACOM INC CL B COM NEW	\$ 43,972.02	4/1/2010
1	844 SHARES	VISTEON CORP COM ISIN#US92839U1079	\$ 1,012.80	4/1/2010
1	2190 SHARES	WAL MART STORES INC	\$ 121,764.00	4/1/2010
1	9864 SHARES	WALGREEN CO	\$ 365,855.76	4/1/2010
1	1870 SHARES	WASTE MGMT INC COM	\$ 64,384.10	4/1/2010
1	10572 SHARES	WELLS FARGO & CO NEW COM	\$ 329,000.64	4/1/2010
1	70 SHARES	WYNDHAM WORLDWIDE CORP COM	\$ 1,801.10	4/1/2010
1	633 SHARES	XCEL ENERGY INC	\$ 13,419.60	4/1/2010
1	2443 SHARES	YUM BRANDS INC COM	\$ 93,640.19	4/1/2010
		<b>TOTAL</b>	<b>\$ 5,083,186.47</b>	

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2010

PART II BALANCE SHEETS, LINE 10b, INVESTMENTS - CORPORATE STOCK

Description	Shares	(b) Book Value	(c) Fair	
			Market Value	
ALCOA INC COM	1314.000	\$ 18,711.36	\$	13,425.80
ALCATEL LUCENT SPON ADR	239.000	\$ 745.68	\$	614.23
AMEREN CORP COM	206.000	\$ 5,372.48	\$	5,782.42
AMERICAN ELECTRIC POWER CO	114.000	\$ 3,896.52	\$	4,036.74
AMERICAN EXPRESS COMPANY	1250.000	\$ 51,575.00	\$	49,837.50
AON CORPORATION	207.000	\$ 8,840.97	\$	7,501.68
ARCHON CORP COM	135.000	\$ 2,362.50	\$	1,888.65
AVIS BUDGET GROUP INC COM	856.000	\$ 9,844.00	\$	7,806.72
BLOCKBUSTER INC CL A	1161.000	\$ 293.15	\$	91.72
CBS CORP CL A COM	166.000	\$ 2,314.04	\$	2,295.78
CBS CORP CL B COM	1480.000	\$ 20,631.20	\$	20,453.60
CARDINAL HEALTH INC COM	373.000	\$ 13,439.19	\$	11,175.08
CAREFUSION CORP COM	186.000	\$ 4,915.98	\$	4,013.88
CATERPILLAR INC	327.000	\$ 20,551.95	\$	21,307.32
CHEVRON CORP COM NEW	222.000	\$ 16,834.26	\$	16,445.76
CITIGROUP INC COM	422.000	\$ 1,709.10	\$	1,565.20
COMCAST CORP CL A	511.000	\$ 9,617.02	\$	8,748.32
CRACKER BARREL OLD CTRY STORE INC COM	384.000	\$ 17,809.92	\$	17,130.24
CYTRX CORP	1000.000	\$ 1,110.00	\$	660.00
DEERE & Co	100.000	\$ 5,946.00	\$	6,327.00
DEL MONTE FOODS CO COM	294.000	\$ 4,292.40	\$	3,839.64
DEVON ENERGY CORP NEW COM	200.000	\$ 12,886.00	\$	12,056.00
DISNEY WALT CO DISNEY COM	836.000	\$ 29,184.76	\$	27,203.44
DIRECTV COM CL A	246.000	\$ 8,317.26	\$	9,328.32
DOW CHEM CO	989.000	\$ 29,244.73	\$	24,101.93
DYNEGY INC DEL COM	221.000	\$ 1,392.30	\$	1,089.53
EXELON CORP COM	336.000	\$ 14,720.16	\$	13,681.92
EXXON MOBIL CORP COM	276.000	\$ 18,486.48	\$	16,314.36
FIRSTENERGY CORP COM	300.000	\$ 11,727.00	\$	10,959.00
FREEMPORT MCMORAN COPPER & GOLD INC	199.000	\$ 16,624.46	\$	14,326.01
FRONTIER COMMUNICATIONS CORP	1481.000	\$ 11,018.64	\$	11,448.13

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2010

PART II BALANCE SHEETS, LINE 10b, INVESTMENTS - CORPORATE STOCK

Description	Shares	(b) Book Value	(c) Fair	
			Market Value	
GENERAL ELECTRIC CO COM	3345.000 \$	60,879.00 \$	48,435.60	
HANES BRANDS INC COM	286.000 \$	7,956.52 \$	6,846.84	
HARLEY DAVIDSON INC	546.000 \$	15,326.22 \$	13,284.18	
HOME DEPOT INC COM	939.000 \$	30,376.65 \$	26,122.98	
HOSPIRA INC COM	100.000 \$	5,665.00 \$	5,136.00	
INTEGRYS ENERGY GRP INC COM	482.000 \$	22,837.16 \$	23,352.90	
LSI CORP COM	285.000 \$	1,744.20 \$	1,148.55	
MCMORAN EXPLORATION CO	218.000 \$	3,189.34 \$	3,093.42	
MEDCOHEALTH SOLUTIONS INC COM	674.000 \$	43,513.44 \$	29,305.52	
MERCK & CO INC NEW COM	1000.000 \$	37,350.00 \$	35,160.00	
MOTORS LIQ CO COM	2134.000 \$	1,218.51 \$	800.25	
NCR COPR COM	288.000 \$	3,974.40 \$	3,700.80	
NEWMONT MINING CORP (HLDG CO)	117.000 \$	5,958.81 \$	7,174.44	
NEWS CORP CL A	54.000 \$	778.14 \$	678.78	
NICOR INC	229.000 \$	9,599.68 \$	9,684.41	
NOVELL INC	600.000 \$	3,594.00 \$	3,372.00	
OCCIDENTAL PETROLEUM CORP	1144.000 \$	96,713.76 \$	83,603.52	
PEP BOYS MANNY MOE & JACK	2428.000 \$	24,401.40 \$	21,900.56	
PFIZER INC COM	3000.000 \$	51,450.00 \$	47,730.00	
PHILIP MORRIS INTL INC COM	300.000 \$	15,648.00 \$	15,408.00	
SARA LEE CORP	2539.000 \$	35,368.27 \$	36,663.16	
SCANA CORP NEW COM	436.000 \$	16,389.24 \$	17,017.08	
SMURFIT STONE CONTAINER CP ESC	1142.000 \$	296.92 \$	-	
SMURFIT STONE CONTAINER CORP	9.000 \$	- \$	154.53	
SONOSITE INC COM	100.000 \$	3,211.00 \$	2,912.00	
STANLEY BLACK & DECKER INC COM	255.000 \$	14,639.55 \$	13,678.20	
STARBUCKS CORP COM	400.000 \$	9,708.00 \$	9,196.00	
TECO ENERGY INC COM	935.000 \$	14,857.15 \$	15,782.80	
TERADATA CORP DEL COM	288.000 \$	8,320.32 \$	9,429.12	
THORATEC CORP COM NEW	501.000 \$	16,758.45 \$	16,132.20	
TYSON FOODS INC CL A	2923.000 \$	55,975.45 \$	47,878.74	

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2010

PART II BALANCE SHEETS, LINE 10b, INVESTMENTS - CORPORATE STOCK

Description	Shares	(b) Book Value	(c) Fair Market Value
UNISOURCE ENERGY CORP COM	2089.000	\$ 65,678.16	\$ 67,955.17
VIACOM INC CL A NEW	145.000	\$ 5,318.60	\$ 5,162.00
VIACOM INC CL B COM NEW	1279.000	\$ 43,972.02	\$ 40,186.18
VISTEON CORP COM	844.000	\$ 1,012.80	\$ 438.88
WALMART STORES INC	1000.000	\$ 55,600.00	\$ 50,140.00
WALGREEN CO	2364.000	\$ 87,680.76	\$ 63,544.32
WASTE MGMT INC COM	1870.000	\$ 64,384.10	\$ 61,878.30
WELLS FARGO & CO NEW COM	2572.000	\$ 80,040.64	\$ 60,570.60
WYNDHAM WORLDWIDE CORP COM	70.000	\$ 1,801.10	\$ 1,623.30
XCEL ENERGY INC COM	633.000	\$ 13,419.60	\$ 14,122.23
YUM BRANDS INC COM	1000.000	\$ 38,330.00	\$ 41,700.00
FORT DEARBORN INCOME SECS INC	850.000	\$ 12,469.50	\$ 13,615.47
NEUBERGER & BERMAN MID CAP GROWTH FUND	594.757	\$ 5,323.08	\$ 5,013.80
VALUE LINE PREMIER GROWTH FUND	915.842	\$ 21,229.22	\$ 20,056.94
VANGUARD U.S. GROWTH FUND	1880.476	\$ 31,892.87	\$ 27,737.02
VANGUARD INTERNATIONAL	771.050	\$ 13,431.69	\$ 12,544.98
<b>TOTAL</b>		<b>\$ 1,533,697.23</b>	<b>\$ 1,386,527.69</b>



GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2010

PART II BALANCE SHEETS, LINE 13, INVESTMENTS - OTHER

Annuity Contract	(b) Book Value	(c) Fair Market Value
HORIZON SELECT 5 YEAR	\$ 200,000.00	\$ 200,000.00
AMERICAN NATIONAL LIFE INSURANCE CO LEGACY	\$ 350,000.00	\$ 350,000.00
AMERICAN NATIONAL LIFE INSURANCE CO 5 YEAR	\$ 200,000.00	\$ 200,000.00
ING RELIASTAR	\$ 250,000.00	\$ 250,000.00
JACKSON NATIONAL LIFE BONUS MAX	\$ 350,000.00	\$ 350,000.00
OMINDEX-SAFETY 7	\$ 250,000.00	\$ 250,000.00
<b>TOTAL</b>	<b>\$ 1,600,000.00</b>	<b>\$ 1,600,000.00</b>

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2010

PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis Plus Expense of Sale Cost	(h) Gain or (loss)
1125 492 SHARES VANGUARD INTERNATIONAL	D	4/1/2010	4/6/2010	\$20,000.00		\$19,606.07	393.93
0.6 SHARES DYNEGY INC DEL COM	D	4/1/2010	5/26/2010	\$3.00		\$3.78	(0.78)
0 641 SHARES SMURFIT STONE CONTAINER CORP	D	4/1/2010	7/1/2010	\$14.19		\$0.00	14.19
4250 SHARES AMERICAN EXPRESS COMPANY	D	4/1/2010	7/14/2010	\$186,110.34		\$175,355.00	10,755.34
2200 SHARES PEPSICO INC	D	4/1/2010	7/14/2010	\$139,265.68		\$145,552.00	(6,286.32)
3000 SHARES WALGREEN CO	D	4/1/2010	7/14/2010	\$87,212.70		\$111,270.00	(24,057.30)
2000 SHARES ALTRIA GROUP INC COM	D	4/1/2010	7/29/2010	\$44,021.53		\$41,040.00	2,981.53
3000 SHARES AMERICAN EXPRESS COMPANY	D	4/1/2010	7/29/2010	\$133,741.15		\$123,780.00	9,961.15
2072 SHARES AMERIPRISE FINL INC COM	D	4/1/2010	7/29/2010	\$89,200.51		\$93,985.92	(4,785.41)
2000 SHARES BAXTER INTERNATIONAL INC	D	4/1/2010	7/29/2010	\$87,360.80		\$116,400.00	(29,039.20)
1255 SHARES CVS CAREMARK CORP	D	4/1/2010	7/29/2010	\$38,654.77		\$45,882.80	(7,228.03)
750 SHARES CATERPILLAR INC	D	4/1/2010	7/29/2010	\$52,057.52		\$47,137.50	4,920.02
600 SHARES CHEVRON CORP COM NEW	D	4/1/2010	7/29/2010	\$45,479.99		\$45,498.00	(18.01)
2500 SHARES DISNEY WALT CO DISNEY COM	D	4/1/2010	7/29/2010	\$84,276.42		\$87,275.00	(2,998.58)
1700 SHARES EXELON CORP COM	D	4/1/2010	7/29/2010	\$71,281.69		\$74,477.00	(3,195.31)
1500 SHARES EXXON MOBIL CORP COM	D	4/1/2010	7/29/2010	\$90,690.17		\$100,470.00	(9,779.83)
7000 SHARES GENERAL ELECTRIC CO COM	D	4/1/2010	7/29/2010	\$112,776.32		\$127,400.00	(14,623.68)
934 SHARES HEINZ H J COMPANY	D	4/1/2010	7/29/2010	\$41,713.50		\$42,599.74	(886.24)
1645 SHARES HONEYWELL INTL INC COM	D	4/1/2010	7/29/2010	\$70,209.21		\$74,469.15	(4,259.94)
1700 SHARES PHILIP MORRIS INTL INC COM	D	4/1/2010	7/29/2010	\$87,142.42		\$88,672.00	(1,529.58)
3000 SHARES D R HORTON INC	D	4/1/2010	7/30/2010	\$32,582.86		\$37,800.00	(5,217.14)
1705 SHARES MCDONALDS CORP	D	4/1/2010	7/30/2010	\$118,585.26		\$113,757.60	4,827.66
1500 SHARES NAVISTAR INTL CORP NEW	D	4/1/2010	7/30/2010	\$77,298.83		\$67,095.00	10,203.83
2303 SHARES PEPSICO INC	D	4/1/2010	7/30/2010	\$149,417.80		\$152,366.48	(2,948.68)
9000 SHARES OCCIDENTAL PETROLEUM CORP	D	4/1/2010	8/2/2010	\$722,251.79		\$760,860.00	(38,608.21)
858 SHARES CONSOLIDATED EDISON INC COM	D	4/1/2010	8/4/2010	\$40,085.08		\$38,215.32	1,869.76
1000 SHARES DOW CHEM CO	D	4/1/2010	8/4/2010	\$25,080.71		\$29,570.00	(4,489.29)
400 SHARES EDWARDS LIFESCIENCES CORP COM	D	4/1/2010	8/4/2010	\$23,176.36		\$19,776.00	3,400.36
400 SHARES EXXON MOBIL CORP COM	D	4/1/2010	8/4/2010	\$25,023.95		\$26,792.00	(1,768.05)
1922 SHARES FORD MOTOR CO DEL COM PAR	D	4/1/2010	8/4/2010	\$25,237.56		\$24,159.54	1,078.02
800 SHARES INTEGRYS ENERGY GRP INC COM	D	4/1/2010	8/4/2010	\$38,696.29		\$37,904.00	792.29
2255 SHARES MERCK & CO INC NEW COM	D	4/1/2010	8/4/2010	\$78,813.56		\$84,224.25	(5,410.69)
3426 SHARES PFIZER INC COM	D	4/1/2010	8/4/2010	\$56,257.81		\$58,755.90	(2,498.09)
1190 SHARES WAL MART STORES INC	D	4/1/2010	8/4/2010	\$61,368.57		\$66,164.00	(4,795.43)
4500 SHARES WALGREEN CO	D	4/1/2010	8/4/2010	\$128,351.83		\$166,905.00	(38,553.17)
100 SHARES WELLS FARGO & CO NEW COM	D	4/1/2010	8/4/2010	\$2,816.96		\$3,112.00	(295.04)
7900 SHARES WELLS FARGO & CO NEW COM	D	4/1/2010	8/4/2010	\$222,539.23		\$245,848.00	(23,308.77)
1443 SHARES YUM BRANDS INC COM	D	4/1/2010	8/4/2010	\$60,101.53		\$55,310.19	4,791.34
<b>TOTAL</b>				<b>\$3,368,897.89</b>		<b>\$3,549,489.24</b>	<b>(180,591.35)</b>