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

2010

Department of the Treasury
Internal Revenue Service

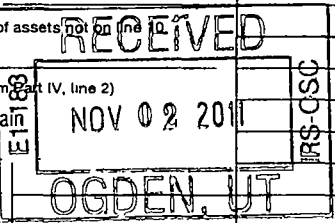
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, 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

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) 12108 W COWPATH	Room/suite	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"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,458.81	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		3.30	3.30		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 12					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.00		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		3.30	3.30		
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		1,700.00	0.00		0.00
c Other professional fees					
17 Interest					
18 Taxes STMT 3		11,483.51	0.00		0.00
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		143.88	0.00		0.00
24 Total operating and administrative expenses. Add lines 13 through 23		13,327.39	0.00		0.00
25 Contributions, gifts, grants paid		5,465.34			5,465.34
26 Total expenses and disbursements. Add lines 24 and 25		18,792.73	0.00		5,465.34
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<18,789.43>			
b Net investment income (if negative, enter -0-)			3.30		
c Adjusted net income (if negative, enter -0-)				N/A	



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	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	21,288.12	2,642.57	2,642.57
	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			
	7 Other notes and loans receivable ▶	816.24		
	Less: allowance for doubtful accounts ▶	0.00	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)	22,104.36	3,458.81	3,458.81	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ OTHER LIABILITIES)	0.00	143.88	
23 Total liabilities (add lines 17 through 22)	0.00	143.88		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	22,104.36	3,314.93		
30 Total net assets or fund balances	22,104.36	3,314.93		
31 Total liabilities and net assets/fund balances	22,104.36	3,458.81		

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	22,104.36
2 Enter amount from Part I, line 27a	2	<18,789.43>
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	3,314.93
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	3,314.93

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				
b	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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				
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	
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	

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))
2009	4,355.50	21,772.79	.200043
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
2 Total of line 1, column (d)			2 1.023803
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 .204761
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4
5 Multiply line 4 by line 3			5 0.00
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.03
7 Add lines 5 and 6			7 0.03
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 5,465.34

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.00
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	0.00
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	0.00
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	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	0.00
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 2011 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address NEILLFOUNDATION.ORG
14 The books are in care of PAMELA NEILL Telephone no. 512-249-9049
Located at 12108 W COW PATH, AUSTIN, TX ZIP+4 78727
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A
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 2010? 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes 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
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? Yes No
b If "Yes," did it have excess business holdings in 2010 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 2010) N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 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 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)? 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

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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	0.00
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	0.00
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	0.00
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.00
6	Minimum investment return. Enter 5% of line 5	6	0.00

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	0.00
2a	Tax on investment income for 2010 from Part VI, line 5	2a	
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.00
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	0.00
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	0.00

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	5,465.34
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	5,465.34
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	0.03
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,465.31

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0.00
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.00	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	14,186.93			
b From 2006	12,256.73			
c From 2007	377.68			
d From 2008	1,183.98			
e From 2009	3,312.65			
f Total of lines 3a through e	31,317.97			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 5,465.34				
a Applied to 2009, 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 2010 distributable amount				0.00
e Remaining amount distributed out of corpus	5,465.34			
5 Excess distributions carryover applied to 2010 (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	36,783.31			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	14,186.93			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	22,596.38			
10 Analysis of line 9:				
a Excess from 2006	12,256.73			
b Excess from 2007	377.68			
c Excess from 2008	1,183.98			
d Excess from 2009	3,312.65			
e Excess from 2010	5,465.34			

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 2010, 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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED EXHIBIT 1				5,465.34
Total				▶ 3a 5,465.34
b Approved for future payment NONE				
Total				▶ 3b 0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets, Net income from special events, Gross profit from sales of inventory, and Other revenue. Totals for line 12 and 13 are shown at the bottom.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

2010

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 foundationCheck 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization

Employer identification number

THE NEILL FOUNDATION

91-2171390

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.)

Name of organization

Employer identification number

THE NEILL FOUNDATION

91-2171390

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

THE NEILL FOUNDATION

91-2171390

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

4.07 PM

10/24/11

Accrual Basis

The Neill Foundation EXHIBIT 1 - CHARITABLE ACTIVITIES

January through December 2010

Date	Num	Name Address	Name Phone #	Name E-Mail	Memo	Amount
AHS Cheer- Austin High School						
7/21/2010	2518	8403 Mesa Dr Austin, tx 78759	512-414-2538	andersononline.org	school donation	75 00
Total AHS Cheer- Austin High School						75 00
American Heart Association						
3/12/2010	2475	1700 Rutherford Lane Austin, TX 78754	512-433-4000	www.heart.org	charitable donation	50 17
Total American Heart Association						50 17
ASPVA Austin School for the						
3/5/2010	2508	P O Box 342107 Austin, TX 78734	512-522-7782	www.theaustinschool.org	educational arts dona	150 00
6/23/2010	2519	P O Box 342107 Austin, TX 78734	512-522-7782	www.theaustinschool.org	educational arts dona	100 00
6/23/2010	2520	P O Box 342107 Austin, TX 78734	512-522-7782	www.theaustinschool.org	educational arts dona	100 00
6/30/2010	2522	P O Box 342107 Austin, TX 78734	512-522-7782	www.theaustinschool.org	educational arts dona	40 00
6/30/2010	2523	P O Box 342107 Austin, TX 78734	512-522-7782	www.theaustinschool.org	educational arts dona	50 00
8/10/2010	2525	P O Box 342107 Austin TX 78734	512-522-7782	www.theaustinschool.org	educational arts dona	60 00
Total ASPVA Austin School for the						500 00
Austin High School Theater						
6/7/2010	2517	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	education donation	150 00
Total Austin High School Theater						150 00
Big Brothers Big Sisters						
8/6/2010	2426	1400 Tillery St Austin, TX 78731	512-472-5437	www.bbbs.org/austin	childrens charity	150 00
8/17/2010	2432	1400 Tillery St Austin, TX 78731	512-472-5437	www.bbbs.org/austin	childrens charity	100 00
Total Big Brothers Big Sisters						250 00
Boy Scouts of America						
2/25/2010	2506	12500 N IH-35 Austin, TX 78753	512-926-6363	www.scouting.org	childrens charity	14 00
Total Boy Scouts of America						14 00
Cantas Food Bank						
1/13/2010	2463	8201 S Congress Ave Austin, TX 78745	512-282-2111	www.austinfoodbank.org/events	humanitarian donation	50 00
Total Cantas Food Bank						50 00
Davis Elementary PTA						
2/8/2010	2501	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	7 00
2/16/2010	2504	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	10 00
3/9/2010	2479	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	110 00
3/9/2010	2480	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	186 00
3/9/2010	2478	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	100 00
3/9/2010	2481	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	672 00
3/9/2010	2477	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	20 00
8/25/2010	2438	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	13 00
8/25/2010	2436	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	14 00
8/25/2010	2437	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	22 00
10/26/2010	2448	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	50 00
12/1/2010	2405	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	50 00
12/1/2010	2403	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	30 00
Total Davis Elementary PTA						1 284 00
Emmcus Church						
11/16/2010	2408	Lohmans Crossing Rd Lakeway, TX 78734	512-261-8500	www.emmauslakeway.com	religious charity	60 00
Total Emmcus Church						60 00
Gateway Church						
2/24/2010	2507	7104 McNeil Dr Austin TX 78729	512-837-2162	www.gatewaychurch.com	religious charity	51 17
Total Gateway Church						51 17
Girl Scouts						
2/24/2010	2502	12012 Park Thirty-Five Circle Austin, TX 78753	512-453-7391	www.girlscouts-lonestar.org	childrens betterment	17 50
Total Girl Scouts						17 50
Juvenile Diabetes Research Foundation						
5/18/2010	2514	8701 N MoPac, Suite 1100 Austin, TX 78759	512-343-0663	austin@jdrf.org	medical research don	708 00
Total Juvenile Diabetes Research Foundation						708 00
KUT						
11/8/2010	2406	Dean Keeton & Guadalupe Austin, TX	512-471-1631	www.kut.org	Public radio donation	50 17
Total KUT						50 17
March of Dimes						
5/17/2010	2482	8131 LBJ Freeway, Suite #115 Dallas, TX 7525	972-669-3463	www.marchofdimes.com	medical research don	15 00
Total March of Dimes						15 00
Murchison Middle School						
2/16/2010	2505	3700 N Hills Dr Austin, TX 78731	512- 414-3254	www.austinschools.org/campus/murchison/	education donation	30 00
4/16/2010	2511	3700 N Hills Dr Austin, TX 78731	512- 414-3254	www.austinschools.org/campus/murchison/	education donation	17 00
5/26/2010	2515	3700 N Hills Dr Austin, TX 78731	512- 414-3254	www.austinschools.org/campus/murchison/	education donation	35 00
Total Murchison Middle School						82 00
National Wildlife Federation						
10/20/2010	2444	11100 Wildlife Center Dr Reston, VA 20190	800-822-9919	www.nwf.org	wildlife preservation	25 00
Total National Wildlife Federation						25 00
OCC - ASPVA Christmas Boxes						
12/9/2010	2409	P O Box 3000 Boone, NC 28607	828-262-1980	www.samaritanspurse.org	charitable donation	56 00
Total OCC - ASPVA Christmas Boxes						56 00
Spiritual Life Center						
11/30/2010	2410	29140 Jefferson Court St Claire Shores, MI 480	248-930-5377	www.slctroy.com	charitable donation	50 17

The Neill Foundation
EXHIBIT 1 - CHARITABLE ACTIVITIES

January through December 2010

Date	Num	Name Address	Name Phone #	Name E-Mail	Memo	Amount
Total Spiritual Life Center						50 17
Susan G. Komen Breast Cancer Foundation						
8/16/2010	2430	5005 LBJ Freeway, Suite 250 Dallas, TX 75244	800-462-9273	www.komen.org/	medical research don	100 17
Total Susan G. Komen Breast Cancer Foundation						100 17
Texas State Aquarum						
10/19/2010	2447	2710 N Shoreline Blvd Corpus Christi, TX 78402	361-881-1200	www.texasstateaquarum.org	wildlife preservation	9 95
10/19/2010	2446	2710 N Shoreline Blvd Corpus Christi, TX 78402	361-881-1200	www.texasstateaquarum.org	wildlife preservation	228 00
Total Texas State Aquarum						237 95
The Q Effect						
7/27/2010	2524	info@theqeffect.com	641-715-3900	info@theqeffect.com	religious charity	49 00
Total The Q Effect						49 00
UBetterSing						
11/24/2010	2411	12407 N Mopac Expy, Ste 100-292 Austin, TX 7	512-825-7281	www.ubetersing.org	educational arts dona	84 00
Total UBetterSing						84 00
Unity Church of the Hills						
1/12/2010	2471	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
1/25/2010	2472	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	14 00
1/26/2010	2474	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
1/27/2010	2473	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	50 00
2/9/2010	2503	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
7/27/2010	2521	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	240 00
8/10/2010	2428	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	5 00
8/17/2010	2433	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	125 00
8/18/2010	2427	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	10 00
8/18/2010	2434	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	20 00
8/24/2010	2435	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	150 00
9/9/2010	2440	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	250 00
9/16/2010	2439	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	100 00
10/19/2010	2401	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	18 35
11/12/2010	2407	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	130 00
11/30/2010	2412	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	27 01
12/2/2010	2413	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	20 00
12/14/2010	2414	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	55 00
Total Unity Church of the Hills						1,367 87
VHS Band Boosters						
9/13/2010	2431	7301 Ranch Road 620 N Suite 155 #267 Austin,		www.vhsband.com	educational arts dona	50 17
Total VHS Band Boosters						50 17
Zach Scott Theatre						
8/9/2010	2429	1421 W Riverside Dr Austin TX	512-476-0541	www.zachtheatre.org	theatre activity donati	88 00
Total Zach Scott Theatre						88 00
TOTAL						5,465.34

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

SOURCE	AMOUNT
INTEREST INCOME	3.30
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.30

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	1,700.00	0.00		0.00
TO FORM 990-PF, PG 1, LN 16B	1,700.00	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
TAXES	11,483.51	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	11,483.51	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
WEBSITE	143.88	0.00		0.00
TO FORM 990-PF, PG 1, LN 23	143.88	0.00		0.00