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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

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 Sep 1, 2010, and ending Aug 31, 2011

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

GEORGE REED MCNEILL ANIMAL WELFARE FUND

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

7000 WEST 127TH STREET

City or town

PALOS HEIGHTS

State ZIP code

IL 60463

H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, column (c), line 16)

\$ 7,212,322.

J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

A Employer identification number

27-1045290

B Telephone number (see the instructions)

(708) 448-4400

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2,469,707.

2 Ck ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

6.

4 Dividends and interest from securities

118,261.

41,391.

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)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

2,587,974.

41,397.

13 Compensation of officers, directors, trustees, etc

46,667.

12,834.

23,333.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) L-16a Stmt

250.

69.

125.

b Accounting fees (attach sch) L-16b Stmt

475.

131.

237.

c Other prof fees (attach sch) L-16c Stmt

35,455.

19,500.

17 Interest

18 Taxes (attach schedule) (see instr) See Line 18 Stmt

4,362.

1,140.

2,096.

19 Depreciation (attach sch) and depletion

20 Occupancy

334.

92.

167.

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

INSURANCE

4,829.

8.

4,815.

24 Total operating and administrative expenses. Add lines 13 through 23

92,372.

33,774.

30,773.

25 Contributions, gifts, grants paid

105,000.

105,000.

26 Total expenses and disbursements. Add lines 24 and 25

197,372.

33,774.

135,773.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

2,390,602.

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

7,623.

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

ADMINISTRATIVE EXPENSES  
62-2042  
FEB 27 2012  
ORDEN, UT

5P

<b>Part II Balance Sheets</b>		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>A S S E T S</b>	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		1,478,529.	124,627.	124,627.
	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) L-10a Stmt			1,900,719.	1,883,206.
	b	Investments — corporate stock (attach schedule) L-10b Stmt		1,533,697.	1,777,513.	1,937,520.
	c	Investments — corporate bonds (attach schedule)				
<b>L I A B I L I T I E S</b>	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.	3,200,000.	3,266,969.
	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)		4,612,226.	7,002,859.	7,212,322.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
<b>F U N D  A S S E T B A L A N C E S</b>	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe L-22 Stmt )			56.	
	23	<b>Total liabilities</b> (add lines 17 through 22)			56.	
		<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		4,612,226.	7,002,803.	
	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)		4,612,226.	7,002,803.	
	31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)		4,612,226.	7,002,859.	

**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	4,612,226.
2	Enter amount from Part I, line 27a	2	2,390,602.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	7,002,828.
5	Decreases not included in line 2 (itemize) <b>NET CAPITAL LOSSES—PART IV LINE 2</b>	5	25.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,002,803.

**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>1a SEE ATTACHED STATEMENT</b>		D	Various	Various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 111,507.		111,532.	-25.	
b				
c				
d				
e				
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		
a			-25.	
b				
c				
d				
e				
2 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>		2 -25.
3 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>		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 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))
2009	400,000.	1,926,149.	0.207668
2008			
2007			
2006			
2005			
2 Total of line 1, column (d)		2	0.207668
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.207668
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	6,433,453.
5 Multiply line 4 by line 3		5	1,336,022.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	76.
7 Add lines 5 and 6		7	1,336,098.
8 Enter qualifying distributions from Part XII, line 4		8	135,773.

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.)		1	152.
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			
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	152.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	152.
6 Credits/Payments:			
a 2010 estimated tax pmts 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	500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	500.	
8 Enter any <b>penalty</b> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	348.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	348.	Refunded

**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 <b>Form 1120-POL</b> 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 <b>Form 990-T</b> 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 <i>General Instruction G</i> ? <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 2010 or the taxable year beginning in 2010 (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?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>THOMAS F COURTNEY</b> Telephone no <b>(708) 448-4400</b>			
Located at <b>7000 W 127TH ST PAOS HEIGHTS IL ZIP + 4 60463</b>				
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	<b>15</b>		
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?	16	Yes	No
See 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 the instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?**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?If 'Yes,' list the years **20\_\_ , 20\_\_ , 20\_\_ , 20\_\_****b** Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)**c** If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here**20\_\_ , 20\_\_ , 20\_\_ , 20\_\_****3a** Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?☐ Yes ☒ No**b** If 'Yes,' did it have excess business holdings in 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)**4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?**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?

	Yes	No
1a		
1b		
1c		X
2a		
2b		
3a		
3b		
4a		X
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 15.00	46,667.	0.	0.
THOMAS F COURTNEY SR 7000 W 127TH ST PALOS HEIGHTS IL 60463	SEC/TREAS 2.00	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	
Total. Add lines 1 through 3	

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1 a	5,747,552.
b	Average of monthly cash balances	1 b	783,872.
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	6,531,424.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,531,424.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	97,971.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,433,453.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	321,673.

**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	321,673.
2a	Tax on investment income for 2010 from Part VI, line 5	2 a	152.
b	Income tax for 2010 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	152.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	321,521.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	321,521.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	321,521.

**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	1 a	135,773.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	135,773.
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	135,773.

**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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				321,521.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			2.	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	0.			
<b>b</b> From 2006	0.			
<b>c</b> From 2007	0.			
<b>d</b> From 2008	0.			
<b>e</b> From 2009	307,847.			
<b>f</b> Total of lines 3a through e	307,847.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 135,773.				
<b>a</b> Applied to 2009, but not more than line 2a			2.	
<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 2010 distributable amount				135,771.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	185,750.			185,750.
<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	122,097.			
<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 2009 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
<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 2005 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	122,097.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2006	0.			
<b>b</b> Excess from 2007	0.			
<b>c</b> Excess from 2008	0.			
<b>d</b> Excess from 2009	122,097.			
<b>e</b> Excess from 2010	0.			

BAA

Form 990-PF (2010)

**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(1)(3) or

4942(1)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**b** 85% of line 2a

**c** Qualifying distributions from Part XII,  
line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

a 'Assets' alternative test – enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(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> ANIMAL WELFARE LEAGUE 10305 SOUTHWEST HIGHWAY CHICAGO RIDGE IL 60415	NONE	501 (C) (3) CORP	PURCHASE TWO WORK VANS	105,000.
<b>Total</b>			<b>3a</b>	105,000.
<b>b Approved for future payment</b>				
<b>Total</b>			<b>3b</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			14	6.	
4 Dividends and interest from securities			14	118,261.	
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)				118,267.	
13 Total. Add line 12, columns (b), (d), and (e)				13	118,267.

(See worksheet in line 13 instructions 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

**2010**

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) 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 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 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

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	\$ 2,255,602.	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	\$ 214,105.	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	STATEMENT ATTACHED		
		\$ 2,255,601.	Various
(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
_____			
		\$ _____	
(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) (2010)

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>STATE FILING FEES</b>	25.			25.
<b>FOREIGN INVESTMENT TAXES</b>	1.	1.		
<b>PAYROLL TAXES</b>	4,142.	1,139.		2,071.
<b>FEDERAL EXCISE TAXES</b>	194.			
<b>Total</b>	<b>4,362.</b>	<b>1,140.</b>		<b>2,096.</b>

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THOMAS F COURTNEY P.	GENERAL LEGAL COUNSEL	250.	69.		125.
<b>Total</b>		<b>250.</b>	<b>69.</b>		<b>125.</b>

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IPEMA & ASSOCIATES PC	PAYROLL PREPARATION	475.	131.		237.
<b>Total</b>		<b>475.</b>	<b>131.</b>		<b>237.</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	35,455.	19,500.		
<b>Total</b>		<b>35,455.</b>	<b>19,500.</b>		

Form 990-PF, Page 2, Part II, Line 10a

**L-10a Stmt**

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
SEE ATTACHED SCHEDULE	1,900,719.	1,883,206.		
<b>Total</b>	<b>1,900,719.</b>	<b>1,883,206.</b>		

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	1,777,513.	1,937,520.
Total	<u>1,777,513.</u>	<u>1,937,520.</u>

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	3,200,000.	3,266,969.
Total	<u>3,200,000.</u>	<u>3,266,969.</u>

Form 990-PF, Page 2, Part II, Line 22

**Other Liab Stmt**

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
PAYROLL TAXES		56.
Total		<u>56.</u>

GEORGE REED MCNEILL ANIMAL WELFARE FUND  
TIN 27-1045290  
FORM 990-PF FOR THE FISCAL PERIOD ENDED 8/31/11  
PART I - ALLOCATION OF OPERATING AND ADMINISTRATIVE EXPENSES

	COL (a) REVENUE EXPENSES PER BOOKS	TOTAL NET INVESTMENT INCOME	45% EXEMPT NET INVESTMENT INCOME	COL (b) 55% NONEXEMPT NET INVESTMENT INCOME	COL (d) DISTRIBUTIONS FOR CHARITABLE PURPOSES
<u>OPERATING AND ADMINISTRATIVE EXPENSES</u>					
13 COMPENSATION OF OFFICERS DIRECTORS TRUSTEES ETC (ALLOCATED 50% INVESTMENT & 50% CHARITABLE)	46 667	23 334	10 500	12 834	23 333
16a LEGAL FEES (ALLOCATED 50% INVESTMENT & 50% CHARITABLE)	250	125	56	69	125
16B ACCOUNTING (ALLOCATED 50% INVESTMENT & 50% CHARITABLE)	475	238	107	131	237
16C OTHER PROF FEES (INVESTMENT FEES ALLOCATED BETWEEN EXEMPT AND NONEXEMPT)	35,455	35,455	15 955	19 500	
18 TAXES	4,362	2,072	932	1,140	2,096
STATE FILING FEES	25				25
FOREIGN INVESTMENT TAXES	1	1		1	
PAYROLL TAXES (ALLOCATED 50% INVESTMENT & 50% CHARITABLE)	4,142	2,071	932	1,139	2,071
FEDERAL EXCISE TAX	194				
19 TRAVEL (ALLOCATED 50% INVESTMENT & 50% CHARITABLE)	334	167	75	92	167
20 INSURANCE	4,829	14	6	8	4,815
WORKMEN'S COMPENSATION (ALLOCATED 50% INVESTMENT & 50% CHARITABLE)	28	14	6	8	14
OTHER INSURANCE	4,801				4,801
24 TOTAL OPERATING AND ADMINISTRATIVE EXPENSES	92 372			33 774	30,773
25 CONTRIBUTIONS, GIFTS GRANTS PAID	105,000				105,000
26 TOTAL EXPENSES AND DISBURSEMENTS	197,372			33,774	135,773

NOTE  
INVESTMENT INCOME EXPENSES WERE ALLOCATED BY AVERAGE  
MARKET VALUE OF EXEMPT AND NONEXEMPT INVESTMENTS  
45% EXEMPT AND 55% NONEXEMPT

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2011

PART II BALANCE SHEETS, LINE 10a, INVESTMENTS - STATE AND LOCAL OBLIGATIONS

DESCRIPTION	PAR VALUE	BOOK VALUE	MARKET MARKET VALUE
CALIFORNIA HEALTH FACS 5% 3/1/33	250,000	246,015.00	241,065.00
CALIFORNIA ST VAR PURP 4 25% 12/01/35	235,000	217,198 75	205,234 90
CHEROKEE CNTY 4 25% 8/1/28	200,000	201,680.00	201,128 00
FLORIDA ST BRD 4 5% 6/1/27	40,000	40,011 60	40,018 80
FLORIDA ST BRD 4 75% 6/1/24	40,000	40,833 60	40,498 80
FLORIDA ST DEPT EPA 4 25% 7/15/25	120,000	123,000.00	121,670 40
FLORIDA ST DEPT TRANS 4 5% 7/1/34	100,000	99,849 00	100,239 00
IL FIN AUTHORITY 5 375% 8/15/39	155,000	156,819 70	155,040 30
LEE CNTY ALA 5/1/33 4 4%	100,000	92,846 00	94,937.00
MIAMI DADE CNTY 5% 10/1/36	160,000	157,256.00	149,176 00
NORTH CAROLINA CAP 4 25% 7/1/42	70,000	70,329 70	67,659 90
ROCKWELL TEX INDP SCH 5% 2/15/30	90,000	93,755 70	91,434 60
TAMPA HILLSBOROUGH 4 25% 7/1/27	65,000	63,699 35	65,307 45
TENNESSEE ENERGY ACQ CORP 5% 12/20/06	100,000	100,883 00	95,846 00
TEXAS ST TPK 5% 8/15/42	100,000	97,811 00	95,898 00
VAL VERDE CALIF 4 5% 3/30/06	85,000	98,730.90	99,144.00
ACCRUED INTREST			18,908 06
TOTAL		\$ 1,900,719 30	\$ 1,883,206 21

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2011

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

Description	SHARES	Book Value	FAIR MARKET VALUE
ALCOA INC COM	1,317 000	\$ 18,763.02	16,857.60
ALCATEL LUCENT SPON ADR	239 000	745 68	874 74
AMEREN CORP COM	206 000	5,372 48	6,233 56
AMERICAN ELECTRIC POWER CO	114.000	3,896 52	4,403 82
AMERICAN EXPRESS COMPANY	1,250.000	51,575.00	62,137 50
AON CORPORATION	207.000	8,840.97	9,673 11
AVIS BUDGET GROUP INC COM	856 000	9,844 00	11,256 40
BOEING CO	200 000	15,906 00	13,372 00
BLOCKBUSTER INC CL A	1,161 000	293 15	87 08
CBS CORP CL A COM	166 000	2,314.04	4,218 06
CBS CORP CL B COM	1,480.000	20,631 20	37,074 00
CARDINAL HEALTH INC COM	373 000	13,439 19	15,852 50
CAREFUSION CORP COM	186 000	4,915 98	4,763 46
CATERPILLAR INC	327 000	20,551.95	29,757.00
CHEVRON CORP COM NEW	222.000	16,834 26	21,942 48
CITIGROUP INC COM	42 000	1,701.00	1,304 10
COMCAST CORP CL A	511 000	9,617.02	10,991 61
CRACKER BARREL OLD CTRY STORE INC COM	384.000	17,809.92	16,266 24
CYTRX CORP	1,000 000	1,110 00	380 00
DEERE & Co	100 000	5,946.00	8,082 00
DEVON ENERGY CORP NEW COM	200 000	12,886 00	13,566 00
DIEGO PLC	723 000	14,590 14	58,027 98
DISNEY WALT CO DISNEY COM	836 000	29,184 76	28,474 16
DIRECTV COM CL A	246 000	8,317 26	10,816 62
DOW CHEM CO	989.000	29,244 73	28,137 05
DUKE ENERGY	653 000	11,584 22	12,348 23
DYNEGY INC DEL COM	221 000	1,392 30	972 40
EXELON CORP COM	336 000	14,720 16	14,488 32
EXCELLON CORP	21.000	901.11	905 52
EXXON MOBIL CORP COM	276 000	18,486 48	20,429 52
FIRSTENERGY CORP COM	300 000	11,727 00	13,275 00
FREEPORT MCMORAN COPPER & GOLD INC	398 000	16,624.46	18,749 78
FRONTIER COMMUNICATIONS CORP	1,481 000	11,018 64	11,092.69
GENERAL ELECTRIC CO COM	3,345 000	60,879 00	54,556 95
HANES BRANDS INC COM	286 000	7,956 52	8,168 16
HARLEY DAVIDSON INC	548 000	15,401 62	21,185 68
HOME DEPOT INC COM	939 000	30,376 65	31,343 82
HOSPIRA INC COM	100 000	5,665 00	4,620.00
INTERCONTINENTAL HOTELS GR	67 000	1,231.46	1,144.36
INTEGRYS ENERGY GRP INC COM	482 000	22,837 16	24,133 74
JP MORGAN CHASE	915 000	41,339.70	34,367.40
KRAFT FOODS INC	1,383 000	46,731 57	48,432 66
LIGLAND PHARMACEUTICALS CL B	13 000	124 80	197.99
LSI CORP COM	285 000	1,744 20	1,940 85
MAGELLAN PETE CORP	202 000	401 98	305 02
MCMORAN EXPLORATION CO	218 000	3,189.34	2,805 66
MEDCOHEALTH SOLUTIONS INC COM	674 000	43,513 44	36,490 36
MERCK & CO INC NEW COM	1,000 000	37,350 00	33,095 00
MONSANTO CO	951 000	63,697 98	65,552.43
NCR COPR COM	288 000	3,974.40	4,962 24
NEWMONT MINING CORP (HLDG CO)	117.000	5,958 81	7,326 54
NEWS CORP CL A	54 000	778.14	932 58
NICOR INC	775.000	39,711.58	43,090.00
OCCIDENTAL PETROLEUM CORP	1,144 000	96,713.76	99,230 56
PEP BOYS MANNY MOE & JACK	2,428 000	24,401 40	23,988 64
PFIZER INC COM	3,000 000	51,450 00	56,940 00
PHILIP MORRIS INTL INC COM	300 000	15,648 00	20,796 00
RBI ENERGY INC (GENON ENERGY)	193.000	685 15	586 72
RXI PHARMACEUTICALS (GALENA BIOPHARMA)	49 000	142 98	49 98

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2011

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

Description	SHARES	Book Value	FAIR MARKET VALUE
ROCK TENNESSEE CO CLASS A	2.000	-	107.34
SARA LEE CORP	2,539.000	35,368.27	45,803.56
SCANA CORP NEW COM	436.000	16,389.24	17,535.92
SMURFIT STONE CONTAINER CP ESC	1,142.000	296.92	-
SPECTRA ENERGY CORP	309.000	8,871.39	8,024.73
SONOSITE INC COM	100.000	3,211.00	2,916.00
STANLEY BLACK & DECKER INC COM	255.000	14,639.55	15,804.90
STARBUCKS CORP COM	400.000	9,708.00	15,448.00
TECO ENERGY INC COM	935.000	14,857.15	17,110.50
TECO ENERGY INC	12.000	210.24	219.60
TERADATA CORP DEL COM	288.000	8,320.32	15,079.68
THORATEC CORP COM NEW	501.000	16,758.45	17,164.26
TRAVELLERS COS	112.000	5,921.44	5,651.52
TYSON FOODS INC CL A	2,923.000	55,975.45	51,064.81
UNISOURCE ENERGY CORP COM	2,089.000	65,678.16	79,089.54
VIACOM INC CL A NEW	145.000	5,318.60	8,427.40
VIACOM INC CL B COM NEW	1,279.000	43,972.02	61,698.96
VISTEON CORP WT EXP 10/01/15	10.000	633.00	149.90
VISTEON CORP COM NEW	6.000	379.80	306.48
WALMART STORES INC	1,000.000	55,600.00	53,190.00
WALGREEN CO	2,404.000	89,373.16	84,644.84
WASTE MGMT INC COM	1,870.000	64,384.10	61,784.80
WELLS FARGO & CO NEW COM	2,591.000	80,594.11	67,625.10
WYNDHAM WORLDWIDE CORP COM	70.000	1,801.10	2,273.60
XCEL ENERGY INC COM	633.000	13,419.60	15,616.11
YUM BRANDS INC COM	1,000.000	38,330.00	54,370.00
COLUMBIA FDS SER II	1,683.632	10,000.77	9,209.47
FORT DEARBORN INCOME SECS INC	850.000	12,469.50	13,549.00
NEUBERGER & BERMAN MID CAP GROWTH FUND	594.757	5,323.08	6,447.17
VALUE LINE PREMIER GROWTH FUND	916.864	21,256.70	25,562.17
VANGUARD U.S. GROWTH FUND	1,891.666	32,095.96	34,276.99
VANGUARD INTERNATIONAL	783.447	13,666.86	14,313.58
TOTAL		1,777,513.22	1,937,519.80

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N.: 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2011

PART II BALANCE SHEETS, LINE 13, INVESTMENTS - OTHER

<b>SINGLE PREMIUM ANNUITY CONTRACTS</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
AMERICAN GENERAL LIFE INSURANCE COMPANY	\$ 200,000.00	\$ 204,432.67
AMERICAN NATIONAL LIFE INSURANCE COMPANY	850,000.00	868,011.98
AMERICAN NATIONAL LIFE INSURANCE COMPANY	200,000.00	206,857.58
NORTHERN LIFE INSURANCE COPANY	250,000.00	264,134.75
NORTHERN LIFE INSURANCE COPANY	250,000.00	258,275 14
JACKSON NATIONAL LIFE	700,000.00	720,389.82
OLD MUTUAL INSURANCE COMPANY	250,000.00	256,918.59
ALLIANZ LIFE INSURANCE COMPANY	500,000.00	487,948 72
<b>TOTAL</b>	<b>\$ 3,200,000.00</b>	<b>\$ 3,266,969.25</b>



GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2011

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)
VISTEON CON CASH IN LIEU	D	4/1/2010	10/12/2010	\$35 96		\$0 00	35 96
CANTON PA 4 2%MUNICIPAL BOND 5/15/23	D	10/5/2010	10/13/2010	\$100,000 00		\$100,055 00	(55 00)
VISTEON COM CASH IN LIEU	D	4/1/2010	11/5/2011	\$4 57		\$0 00	4 57
LIGLAND COM	D	4/1/2010	11/22/2010	\$1 38		\$1 60	(0 22)
FORT DEARBORN MUTUAL FUND LT-CAPITAL GAINS	D	4/1/2010	12/31/2010	\$14 45		\$0 00	14 45
FORT DEARBORN MUTUAL FUND ST-CAPITAL GAINS	D	4/1/2010	12/31/2010	\$349 35		\$0 00	349 35
DEL MONTE COM	D	4/1/2010	3/9/2011	\$5,586 00		\$4,292 40	1,293 60
SMURFIT COM CASH IN LIEU	D	4/1/2010	4/8/2011	\$13 11		\$0 00	13 11
ARCHON COM	D	4/1/2010	4/14/2011	\$1,620 00		\$2,362 50	(742 50)
NOVELL COM	D	4/1/2010	4/28/2011	\$3,660 00		\$3,594 00	66 00
CITIGROUP COM	D	4/1/2010	5/9/2011	\$8 85		\$8 10	0 75
ROCK TENNESSEE COM CASH IN LIEU	D	4/1/2010	5/31/2011	\$55 48		\$0 00	55 48
SMURFIT COM CASH IN LIEU	D	4/1/2010	5/31/2011	\$157 50		\$0 00	157 50
MOTORS LIQ COM COM	D	4/1/2010	6/20/2011	\$0 00		\$1,218 51	(1,218 51)
				<u>\$111,506 65</u>		<u>\$111,532 11</u>	<u>(25 46)</u>

GEORGE REED MCNEIL ANIMAL WELFARE FUND  
 T.I.N. 27-1045290  
 FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2011  
 SCHEDULE B (FORM 990-PF)  
 PART II NONCASH PROPERTY  
 NO. 1 PART I

(b) DESCRIPTION	(b) PAR/Shares	(c) FMV	(d) DATE RECEIVED
<b>COMMON STOCK/MUTUAL FUNDS</b>			
ALCOA INC COM	3 000	51 66	5/2/2011
BOEING CO	200 000	15,906.00	5/2/2011
COLUMBIA FDS SER II	1683 632	10,000 77	5/2/2011
DIEGO PLC	723.000	14,590 14	5/2/2011
DUKE ENERGY	653 000	11,584 22	10/5/2010
EXCELLON CORP	21 000	901 11	10/5/2010
HARLEY DAVIDSON INC	2 000	75 40	5/2/2011
INTERCONTINENTAL HOTELS GR	67 000	1,231 46	10/5/2010
JP MORGAN CHASE	915.000	41,339.70	5/2/2011
KRAFT FOODS INC	1383 000	46,731.57	5/2/2011
LIGLAND PHARMACEUTICALS CL B	79.000	126 40	10/5/2010
LIGLAND PHARMACEUTICALS HR CONTING	1300 000	-	10/5/2011
LIGLAND PHARMACEUTICALS MERCK CONTING	1300.000	-	10/5/2010
MAGELLAN PETE CORP	202.000	401 98	10/5/2010
MONSANTO CO	951 000	63,697 98	5/2/2011
NICOR INC	546 000	30,111 90	5/2/2011
RBI ENERGY INC (GENON ENERGY)	193 000	685 15	10/5/2010
ROCK TENNESSEEE CO CLASS A	2 000	-	5/2/2011
RXI PHARMACEUTICALS (GALENA BIOPHARMA)	49 000	142 98	10/5/2010
SPECTRA ENERGY CORP	309 000	8,871 39	5/2/2011
TECO ENERGY INC	12 000	210 24	10/5/2010
TRAVELLERS COS	112.000	5,921.44	10/5/2010
VISTEON CORP COM NEW	6.000	379.80	10/5/2010
VISTEON CORP WT EXP 10/01/15	10 000	633.00	10/5/2010
WALGREEN CO	40 000	1,692 40	5/2/2011
WELLS FARGO & CO NEW COM	19.000	553 47	5/2/2011
<b>MUNICIPAL BONDS</b>			
FLORIDA ST BRD 4.5% 6/1/27	40000	40,011 60	10/5/2010
FLORIDA ST BRD 4 75% 6/1/24	40000	40,833.60	10/5/2010
TAMPA HILLSBOROUGH 4 25% 7/1/27	65000	63,699 35	10/5/2010
NORTH CAROLINA CAP 4 25% 7/1/42	70000	70,329 70	10/5/2010
VAL VERDE CALIF 4 5% 3/30/06	85000	98,730.90	10/5/2010
ROCKWELL TEX INDP SCH 5% 2/15/30	90000	93,755 70	10/5/2010
CANTON PA 4.2% 5/15/23	100000	100,055.00	10/5/2010
FLORIDA ST DEPT TRANS 4.5% 7/1/34	100000	99,849 00	10/5/2010
TENNESSEE ENERGY ACQ CORP 5% 12/20/06	100000	100,883 00	10/5/2010
TEXAS ST TPK 5% 8/15/42	100000	97,811.00	10/5/2010
LEE CNTY ALA 5/1/33 4.4%	100000	92,846 00	5/2/2011
FLORIDA ST DEPT EPA 4 25% 7/15/25	120000	123,000 00	10/5/2010
IL FIN AUTHORITY 5 375% 8/15/39	155000	156,819 70	10/5/2010
MIAMI DADE CNTY 5% 10/1/36	160000	157,256 00	10/5/2010
CHEROKEE CNTY 4 25% 8/1/28	200000	201,680 00	10/5/2010
CALIFORNIA ST VAR PURP 4 25% 12/01/35	235000	217,198 75	10/5/2010
CALIFORNIA HEALTH FACS 5% 3/1/33	250000	246,015 00	10/5/2010
TOTAL		<u>\$2,255,601 66</u>	

## Intuit Electronic Postmark Report

**Client:** GEORGE REED MCNEILL ANIMAL WELFARE FUND  
**Client EIN:** 27-1045290  
**Preparer:** EDWARD R IPEMA  
**Type:** 990PF Fed  
**Return Submitted:**  
**Return Acceptance Date:**  
**First Extension Submitted:** December 14, 2011 12:22 PM PST  
**First Extension Acceptance Date:** December 14, 2011  
**Amended Return Submitted:**  
**Amended Return Acceptance Date:**

### Certification of Electronic Filing Submission

The Intuit Electronic Postmark is deemed the filing date if the date of the electronic postmark is on or before the date prescribed for filing of the federal business income tax return/extension. This information should be kept along with the tax return/extension as an official filing record.

There are two important aspects of the Intuit Electronic Postmark:

#### 1. The Intuit Electronic Postmark.

The electronic postmark shows the date and time Intuit received the federal return/extension, and is deemed the filing date if the date of the electronic postmark is on or before the date prescribed for filing of the federal business income tax return/extension.

##### Timely Filing:

A federal business income tax return/extension must be postmarked by midnight, of its due date, for the IRS to consider it timely filed. Intuit issues the electronic postmark in the Pacific Time Zone. In general, the Intuit Electronic Postmark time must be adjusted to the electronic return originator's (ERO) Local Time Zone. For example, if the ERO is located in the Eastern Time Zone, add three (3) hours to the Intuit Electronic Postmark time to determine the actual postmark time.

If the federal tax return/extension is rejected, the IRS will still consider it timely filed if the electronic postmark is on or before its due date, and a corrected return/extension is submitted electronically within 5 business days of the due date, and is then accepted. If the taxpayer requests an automatic extension of time to file, the return must be electronically postmarked by midnight of the extended due date, for the IRS to consider it timely filed.

If the extended federal tax return is rejected, the IRS will still consider it timely filed if the electronic postmark is on or before the first or second extended due date, respectively, and the corrected return is electronically submitted within 5 days of the extended due date, respectively, and then accepted.

#### 2. The Acceptance Date.

Once the IRS accepts the electronically filed return/extension, the acceptance date will be provided by the Intuit Electronic Filing Center. This date is proof that the IRS accepted the electronically filed return/extension.

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	GEORGE REED MCNEILL ANIMAL WELFARE FUND	27-1045290
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	7000 WEST 127TH STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PALOS HEIGHTS	IL 60463

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THOMAS F COURTNEY

Telephone No. ▶ (708) 448-4400 FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Apr 17, 20 12, to file the exempt organization return for the organization named above.  
The extension is for the organization's return for

- ▶ ☐ calendar year 20 \_\_\_\_ or
- ▶ ☒ tax year beginning Sep 1, 20 10, and ending Aug 31, 20 11

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	500.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	500.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2011)