



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation MCNEELY FOUNDATION		A Employer identification number 41-1392221						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 651-228-4500						
444 PINE STREET								
City or town, state, and ZIP code ST PAUL, MN 55101								
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
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								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 19,289,130 (Part I, column (d) must be on cash basis.)		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____						

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 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 (attach schedule)	111,112			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	245,820	477,835		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	229,811			
b Gross sales price for all assets on line 6a	742,539			
7 Capital gain net income (from Part II, line 2)		342,782		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	933,917	(2,559)		
12 Total. Add lines 1 through 11	1,520,660	818,058	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	68,284	11,322		56,962
17 Interest				
18 Taxes (attach schedule) (see instructions)	9,310	2,336		0
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	12,634	1,142		11,492
22 Printing and publications	259	26		233
23 Other expenses (attach schedule)	12,996	153,645		12,814
24 Total operating and administrative expenses. Add lines 13 through 23	103,483	168,471	0	81,501
25 Contributions, gifts, grants paid	864,129			855,524
26 Total expenses and disbursements. Add lines 24 and 25	967,612	168,471	0	937,025
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	553,048			
b Net investment income (if negative, enter -0-)		649,587		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011) 9

1E1410 1 000

918

SCANNED NOV 23 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		224,489	206,794	206,794
	2	Savings and temporary cash investments				
	3	Accounts receivable	90,773			
		Less allowance for doubtful accounts	0	70,112	90,773	90,773
	4	Pledges receivable				
		Less allowance for doubtful accounts			0	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)	426,000			
		Less allowance for doubtful accounts	STMT 2	426,000	426,000	426,000
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	STMT 3	7,682,545	7,727,079	12,416,087
	c	Investments - corporate bonds (attach schedule)	STMT 2	809,278	952,940	966,992
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)			0		
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 2	2,619,321	3,095,895	5,182,484	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)			0		
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		11,831,745	12,499,481	19,289,130	
Liabilities	17	Accounts payable and accrued expenses		8,511	29,548	
	18	Grants payable		22,800	10,000	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe DEFERRED TAXES)		107,467	135,793	
	23	Total liabilities (add lines 17 through 22)		138,778	175,341	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		11,692,967	12,324,140	
	30	Total net assets or fund balances (see instructions)		11,692,967	12,324,140	
31	Total liabilities and net assets/fund balances (see instructions)		11,831,745	12,499,481		

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	11,692,967
2	Enter amount from Part I, line 27a	2	553,048
3	Other increases not included in line 2 (itemize) STMT 4	3	78,125
4	Add lines 1, 2, and 3	4	12,324,140
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,324,140

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 SEE ATTACHED STATEMENT 5					
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 742,539		399,757	342,782		
b			0		
c			0		
d			0		
e			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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		0	342,782		
b		0	0		
c		0	0		
d		0	0		
e		0	0		
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	342,782	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) 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 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 (col. (b) divided by col. (c))
2010	773,226	19,680,208	0.0393
2009	1,186,009	18,503,925	0.0641
2008	1,640,968	23,795,273	0.0690
2007	1,035,197	25,782,152	0.0402
2006	957,751	21,646,097	0.0442
2 Total of line 1, column (d)			2 0.2568
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 0.0514
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 20,400,244
5 Multiply line 4 by line 3			5 1,048,573
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,496
7 Add lines 5 and 6			7 1,055,069
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.			8 937,025

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)		1	12,992
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, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	12,992
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,992
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 37,000		
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	37,000	
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,008	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 24,008 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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 page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MINNESOTA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **MCNEELYFOUNDATION.ORG**

14 The books are in care of **KAREN REYNOLDS** Telephone no **651-228-4500**
 Located at **444 PINE STREET, ST. PAUL, MN** ZIP + 4 **55101-2453**

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**

16	At any time during calendar year 2011, 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
16			X

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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 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 2011)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
SEE STATEMENT 6				

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

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

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

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 ▶

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

Form 990-PF (2011)

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	13,501,985
b	Average of monthly cash balances	1b	509,603
c	Fair market value of all other assets (see instructions)	1c	6,699,320
d	Total (add lines 1a, b, and c)	1d	20,710,908
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,710,908
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	310,664
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,400,244
6	Minimum investment return. Enter 5% of line 5	6	1,020,012

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,020,012
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,992
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,992
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,007,020
4	Recoveries of amounts treated as qualifying distributions	4	1,395
5	Add lines 3 and 4	5	1,008,415
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,008,415

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	937,025
b	Program-related investments - total from Part IX-B	1b	0
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	937,025
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	937,025

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,008,415
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			910,079	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 937,025				
a Applied to 2010, but not more than line 2a			910,079	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				26,946
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				981,469
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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 2011, 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 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))

ARMAR A. ARCHBOLD - SEE STATEMENT 6

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

KAREN REYNOLDS, 444 PINE STREET, ST. PAUL, MN 55101; 651-855-4500

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

LETTER FORM; COPY OF TAX EXEMPTION LETTER; INTENDED USE OF FUNDS; SEE WEBSITE

c Any submission deadlines

NONE

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

NONE TO INDIVIDUALS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i> SEE STATEMENT 7				855,524
Total			▶ 3a	855,524
b <i>Approved for future payment</i> SEE STATEMENT 8				10,000
Total			▶ 3b	10,000

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
1	
2	
3	
4	
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	
18	
19	
20	
21	
22	
23	
24	
25	
26	
27	
28	
29	
30	
31	
32	
33	
34	
35	
36	
37	
38	
39	
40	
41	
42	
43	
44	
45	
46	
47	
48	
49	
50	
51	
52	
53	
54	
55	
56	
57	
58	
59	
60	
61	
62	
63	
64	
65	
66	
67	
68	
69	
70	
71	
72	
73	
74	
75	
76	
77	
78	
79	
80	
81	
82	
83	
84	
85	
86	
87	
88	
89	
90	
91	
92	
93	
94	
95	
96	
97	
98	
99	
100	

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N / A		

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Form **990-PF** (2011)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

Employer identification number

MCNEELY FOUNDATION

41-1392221

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total 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 total 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 Part I, 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).

Name of organization MCNEELY FOUNDATION	Employer identification number 41-1392221
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HARRY G. MCNEELY, III 17 HIGH STREET INVER GROVE HEIGHTS, MN 55077	\$ 29,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MARY TRINA MCNEELY 693 DELAWARE AVENUE ST. PAUL, MN 55107	\$ 40,112	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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

41-1392221

Part II

[illegible]

Name of organization

Employer identification number

MCNEELY FOUNDATION

41-1392221

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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.) ► \$

Use duplicate copies of Part III if additional space is needed

(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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

McNEELY FOUNDATION
FEIN 41-1392221
December 31, 2011

	Revenue and Expenses Per Books =====	Net Investment Income =====	Adjusted Net Income =====	Disbursements For Charitable Purposes =====
<u>OTHER INCOME (FORM 990-PF, PART I, LINE 11)</u>				
Partnership income - other	932,249	(4,227)	NA	NA
Shareholder litigation settlement	1,668	1,668		
	-----	-----		
	933,917	(2,559)		
	=====	=====		
<u>ACCOUNTING FEES (FORM 990-PF, PART I, LINE 16b)</u>				
Audit fees			NA	
	-----	-----		-----
	0	0		0
	=====	=====		=====
<u>OTHER PROFESSIONAL FEES (FORM 990-PF, PART I, LINE 16c)</u>				
Investment management fee	5,322	5,322	NA	0
Consulting - investment performance	6,000	6,000	NA	0
Grant/Program consulting	56,962	0	NA	56,962
	-----	-----		-----
	68,284	11,322		56,962
	=====	=====		=====
<u>TAXES (FORM 990-PF, PART I, LINE 18)</u>				
Federal excise tax expense	7,278	0	NA	0
Foreign taxes withheld	2,032	2,336	NA	0
	-----	-----		-----
	9,310	2,336		0
	=====	=====		=====
<u>OTHER EXPENSES (FORM 990-PF, PART I, LINE 23)</u>				
Bank service charges	320	160	NA	160
State filing fee	25	0	NA	25
Education - seminars	1,855	0	NA	1,855
Computer expenses - grant software license	4,104	0	NA	4,104
Computer expenses - website	6,650	0	NA	6,650
Partnership expenses from K-1 investments	0	153,463	NA	0
Postage / couriers	42	22	NA	20
	-----	-----		-----
	12,996	153,645		12,814
	=====	=====		=====

C:\Users\lironmiller\Documents\TAX\FOUNDAT\2011\McNeely\stmt 1 XLS\A

STMT 1

MCNEELY FOUNDATION
FEIN 41-1392221
FOR THE YEAR ENDED DECEMBER 31, 2011

OTHER NOTES AND LOANS RECEIVABLE (FORM 990PF, PART II, LINE 7)

	Cost 12/31/2010	Cost 12/31/2011	Market Value 12/31/2011
Program Related Investment - Kinnickinnic River Land Trust	266,000	266,000	266,000
Other Grantee Loans	160,000	160,000	160,000
Total Investments - Notes And Loans Receivable	426,000	426,000	426,000

INVESTMENTS - CORPORATE BONDS (FORM 990PF, PART II, LINE 10c)

	Cost 12/31/2010	Cost 12/31/2011	Market Value 12/31/2011
Clean Harbors	0	33,212	31,950
General Motors Acceptance Corp	16,475	16,475	17,500
Goodyear Tire	0	34,429	33,150
Leucadia Natl Corp	13,323	13,323	15,525
Liberty Media	20,132	20,132	20,650
Massey Energy	20,295	0	0
Royal Bank Of Scotland	0	29,924	24,019
Vanguard High Yield Corp	618,552	664,827	674,136
Alcatel- Lucent	0	29,390	26,257
Conmed Corp	24,536	0	0
Equinix	12,320	12,320	15,491
Flotek Inds	23,290	23,290	29,845
L-3 Community Holdings	0	29,159	28,608
Nii Holdings	19,170	19,170	20,165
Orbital Science	9,820	9,820	10,036
Sandisk Corp	17,470	17,470	19,659
Unisource Energy 4.5	13,895	0	0
Total Investments - Corp. Bonds	809,278	952,940	966,992

INVESTMENTS - OTHER (FORM 990PF, PART II, LINE 13)

	Cost 12/31/2010	Cost 12/31/2011	Market Value 12/31/2011
Apollo Investment Fund V	0	374,481	186,635
Perceptum Capital/Global Arbitrage	0	384,723	299,235
Jp Morgan Global Private Investors Llp	56,082	98,893	490,571
Technology Leaders V	982,562	927,092	358,832
Varde Fund, L P	750,000	750,000	3,351,474
Private Varde Fund	330,677	211,382	142,860
Varde Fund Viii	500,000	349,324	352,877
Total Investments - Other	2,619,321	3,095,895	5,182,484

MCNEELY FOUNDATION
FEIN 41-1392221
FOR THE YEAR ENDED DECEMBER 31, 2011

INVESTMENTS - CORPORATE STOCK (FORM 990PF, PART II, LINE 10b)

	<u>COST</u> <u>12/31/10</u>	<u>COST</u> <u>12/31/11</u>	<u>MARKET VALUE</u> <u>12/31/11</u>
Altria Group	20,509	0	0
Apple Inc.	295,558	295,558	445,500
Berkshire Hathaway	303,298	303,298	2,180,345
Biogen	15,777	15,777	1,012,460
Cantel	12,857	0	0
Digi Intl Inc	15,509	0	0
Ecolab	0	40,112	41,797
Exxon Mobil Corporation	622,602	622,602	1,423,968
Fastenal	128,854	128,854	1,177,470
Halliburton	27,741	0	0
Imation	2,006	0	0
Johnson & Johnson	634,198	634,198	726,954
Kraft	23,130	0	0
Medtronic	40,612	0	0
Microsoft	19,048	0	0
3M Company	370,046	370,046	563,937
Nexen Inc	725,575	725,575	826,525
St. Jude Medical	164,258	164,258	658,903
Tyco International	21,018	0	0
Amern Tower Corp	0	27,673	30,005
Avon Products, Inc.	13,522	0	0
Black Hills Corp	14,459	14,459	23,506
Canadian Oil Sands	4,980	23,354	25,079
Chesapeake Energy Pfd	12,274	26,283	27,960
China Mobil Ltd	19,199	19,199	17,941
Diamond Offshore Drilling	18,509	36,605	25,972
Fairpoint Communications Inc.	52	0	0
Forest City	17,460	17,460	18,229
Invesco Van Kampen	11,393	0	0
Northrup Grumman Corp	13,390	0	0
Telefonica Spon Adr	14,778	0	0

MCNEELY FOUNDATION
FEIN 41-1392221
FOR THE YEAR ENDED DECEMBER 31, 2011

INVESTMENTS - CORPORATE STOCK (FORM 990PF, PART II, LINE 10b)

	<u>COST</u> <u>12/31/10</u>	<u>COST</u> <u>12/31/11</u>	<u>MARKET VALUE</u> <u>12/31/11</u>
Third Ave Intl Value	7,238	7,335	5,342
Transcanada	0	21,170	20,962
Us Concrete	18,375	18,375	2,538
Verizon Communications	13,794	25,193	32,096
 Amg Capital Tr	 21,458	 21,458	 15,664
Brookfield Infra Ptnrs	20,617	20,617	29,778
Dorchester Minerals Lp	18,840	30,525	24,926
Terra Nitrogen Co	0	19,065	26,028
Wells Fargo Cap	0	20,251	20,388
 Agnico-Eagle Mines Ltd	 4,447	 0	 0
American Science	4,201	0	0
Atwood Oceanics, Inc.	3,612	0	0
Byd Company Ltd	2,075	0	0
Canadian Oil Sands	5,273	0	0
Cimarex Energy Co	4,391	0	0
Covanta Holding	5,949	0	0
Dg Fastchannel Inc	5,663	0	0
Digital River, Inc.	4,566	0	0
Dolan Media Co	1,398	0	0
Dun & Bradstreet	5,392	0	0
Ebix, Inc	4,923	0	0
Enhanced Oil Resources	3,488	0	0
Enstar Group Ltd	5,184	0	0
Fiserv Inc	5,958	0	0
Fuel Systems Solutions	3,411	0	0
Hughes Communications	3,619	0	0
Interdigital Inc	5,415	0	0
Internet Capital Group	6,349	0	0
Khd Humboldt Wedag	3,882	0	0
Leucadia National Corp	6,571	0	0

MCNEELY FOUNDATION
FEIN 41-1392221
FOR THE YEAR ENDED DECEMBER 31, 2011

INVESTMENTS - CORPORATE STOCK (FORM 990PF, PART II, LINE 10b)

	<u>COST</u> <u>12/31/10</u>	<u>COST</u> <u>12/31/11</u>	<u>MARKET VALUE</u> <u>12/31/11</u>
Microstrategy Inc.	5,058	0	0
Net Scvs De Com Adr Newf	6,029	0	0
Nexen, Inc.	5,949	0	0
Northern Oil And Gas Inc	2,012	0	0
Ormat Technologies, Inc.	6,397	0	0
Patterson Companies	2,847	0	0
Principal Financial Grp	8,144	0	0
Purecycle Corp New	10,115	0	0
Semafo Inc.	5,092	0	0
Smith Micro Software	5,377	0	0
Stancorp Fnl Group, Inc.	4,323	0	0
Swift Energy Company	4,886	0	0
 Al Frank Fund	 490,123	 657,552	 758,215
 Bernstein & Co. - Emerging Markets Mutual Fund	 1,110,784	 1,166,316	 933,816
Bernstein & Co International Mutual Fund	1,872,588	1,879,119	944,992
 Acuity	 100,000	 100,000	 100,000
Celleration, Inc.	114,121	124,793	124,793
Data Stat, Inc	100,000	100,000	100,000
Winsor Learning, Inc.	50,000	50,000	50,000
 Totals	 <u>7,682,545</u>	 <u>7,727,079</u>	 <u>12,416,087</u>

C:\Users\lronmiller\Documents\TAX\FOUNDAT\2011\McNeely\2011 ending securities.xlsD

McNEELY FOUNDATION
FEIN 41-1392221
December 31, 2011

Analysis of Changes in Net Assets or Fund Balances - Other Increases - Form 990PF, Part III, Line 3

Audit adjustments for prior year corrections - none of adjustments have any affect on
current or prior Net Investment Income or Disbursements for Charitable Purposes

Adjustement to cost basis of partnership investment	99,753
Adjustment for commitments not yet paid	22,800
Adjustment for deferred tax liability	(44,428)

Total net increases	<u>78,125</u>
---------------------	---------------

C:\Users\tcronmiller\Documents\TAX\FOUNDAT\2011\McNeely\[stmt 3.xls]A

51m7 4

MCNEELY FOUNDATION
FEIN 41-13992221
YEAR ENDED DECEMBER 31,2011

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME (FORM 990PF, PART IV)

	<u># of</u> <u>Shares</u>	<u>How</u> <u>Acquired</u>	<u>Date</u> <u>Acquired</u>	<u>Date</u> <u>Sold</u>	<u>Gross</u> <u>Sales</u> <u>Price</u>	<u>Cost or</u> <u>Other</u> <u>Basis</u>	<u>Gain /</u> <u>(Loss)</u>
Altria Group Inc	830	D	12/30/10	03/03/11	20,693	9,860	10,833
Cantel	559	D	12/22/10	03/03/11	12,271	1	12,270
Digi International	1,356	D	12/29/10	03/03/11	14,667	3,333	11,334
Halliburton	700	D	12/29/10	03/03/11	32,731	11,262	21,469
Imation Corp	192	D	12/29/10	03/03/11	2,072	2	2,070
Kraft	726	D	12/29/10	03/03/11	22,758	951	21,807
Medtronic	1,100	D	12/22/10	03/03/11	42,979	478	42,501
Microsoft	681	D	12/30/10	03/03/11	17,626	14,022	3,604
Tyco International	265	D	12/30/10	03/03/11	12,124	2,610	9,514
Tyco Electronics Ltd	284	D	12/30/10	03/03/11	10,314	2,243	8,071
Massey Energy	200	P	09/08/10	05/26/11	20,340	20,295	45
Conmed Corp	25,000	P	09/08/10	03/25/11	24,980	24,536	444
Unisource Energy 4 5%	15,000	P	09/04/09	11/16/11	16,180	13,895	2,285
Avon Products, Inc	480	P	06/15/10	11/04/11	8,707	13,522	(4,815)
Calenergy Cap Tr	400	P	03/23/11	12/01/11	28,750	20,120	8,630
Calenergy Cap Tr	175	P	07/01/11	12/01/11	-	8,823	(8,823)
Fairpoint Communications Inc.	8	P	04/01/08	04/30/11	-	52	(52)
Invesco Van Kampen	1,475	P	06/01/10	01/19/11	7,177	11,393	(4,216)
Northrop Grumman Corp	280	P	01/09/09	02/16/11	19,804	13,391	6,414
Telefonica Spon Adr	900	P	06/26/06	09/11/11	17,929	14,778	3,151
Terra Nitrogen Co Lp	55	P	02/18/11	09/12/11	10,459	6,765	3,694
Agnico-Eagle Mines Ltd	80	P	07/31/09	06/24/11	5,234	4,447	787
American Science	60	P	08/04/09	06/24/11	4,528	4,201	327
Atwood Oceanics Inc	160	P	05/04/09	06/24/11	6,481	3,612	2,869
Byd Company Ltd	490	P	07/13/09	06/24/11	1,368	2,075	(707)
Canadian Oil Sands	225	P	03/08/06	06/24/11	6,419	5,273	1,146
Cimarex Energy Co	125	P	03/08/06	06/24/11	10,697	4,391	6,307
Covanta Holding	265	P	03/08/06	03/07/11	4,425	5,949	(1,524)
Dg Fastchannel Inc	240	P	11/08/10	06/24/11	7,186	5,663	1,524
Digital River Inc	175	P	12/18/09	06/24/11	5,460	4,566	894
Dolan Media Co	325	P	11/03/08	03/03/11	4,058	1,398	2,660
Dun & Bradstreet	70	P	04/21/10	06/24/11	5,268	5,392	(123)
Ebix Inc	350	P	05/25/10	06/24/11	7,197	4,923	2,274
Enhanced Oil Resources	3,810	P	06/30/05	06/24/11	621	3,488	(2,868)
Enstar Group Ltd	80	P	03/04/10	06/24/11	8,004	5,184	2,820
Equinix Inc	70	P	02/08/11	06/24/11	6,970	6,334	636

SYMT 5 PAGE 1 OF 2

MCNEELY FOUNDATION
FEIN 41-13992221
YEAR ENDED DECEMBER 31,2011

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME (FORM 990PF, PART IV)

	<u># of</u> <u>Shares</u>	<u>How</u> <u>Acquired</u>	<u>Date</u> <u>Acquired</u>	<u>Date</u> <u>Sold</u>	<u>Gross</u> <u>Sales</u> <u>Price</u>	<u>Cost or</u> <u>Other</u> <u>Basis</u>	<u>Gain /</u> <u>(Loss)</u>
Fiserv Inc	115	P	03/08/06	06/24/11	7,090	5,958	1,132
Fxcm Inc	500	P	03/07/11	06/24/11	4,861	6,289	(1,428)
Fuel Systems Solutions	140	P	02/20/09	02/03/11	3,624	3,411	212
Hughes Communication	150	P	07/24/09	02/08/11	9,072	3,619	5,453
Interdigital Inc	190	P	05/03/10	06/24/11	7,073	5,415	1,658
Internet Capital Gp New	460	P	12/22/10	06/24/11	5,852	6,349	(498)
Khd Humboldt Wedag	91	P	09/23/10	06/24/11	-	-	-
Khd Humboldt Wedag	104	P	04/26/10	06/24/11	2,333	3,882	(1,549)
Khd Humboldt Wedag	77	P	07/01/10	06/24/11	-	-	-
Leucadia National Corp	190	P	05/25/07	06/24/11	6,334	6,571	(238)
Mediamind Technologies	470	P	05/26/11	06/24/11	10,289	7,776	2,513
Microstrategy Inc A New	60	P	09/14/10	06/24/11	8,691	5,058	3,634
Net Scvs De Com Adr Newf	480	P	01/18/08	04/14/11	4,292	6,029	(1,737)
Nexen, Inc	210	P	03/08/06	06/24/11	4,584	5,949	(1,365)
Northern Oil And Gas Inc	335	P	06/30/05	06/24/11	6,082	2,012	4,070
Neustar Inc	220	P	06/14/11	06/24/11	5,700	5,755	(55)
Ormat Technologies, Inc.	175	P	05/31/07	03/14/11	4,116	6,397	(2,282)
Patterson Companies	170	P	03/10/09	04/07/11	5,583	2,847	2,737
Portfolio Recovery	70	P	06/15/01	06/24/11	5,956	5,568	388
Principal Financial Grp	180	P	03/08/06	06/24/11	5,404	8,144	(2,740)
Purecycle Corp New	1,760	P	07/27/07	06/24/11	5,324	10,115	(4,791)
Rignet Inc	410	P	03/23/11	06/24/11	7,158	7,443	(285)
Semafo Inc	320	P	06/23/10	06/24/11	4,574	2,586	1,988
Semafo Inc	320	P	09/28/10	06/24/11	-	2,505	(2,505)
Smith Micro Software Inc	490	P	06/24/10	05/11/11	2,699	5,377	(2,677)
Stancorp Finl Group Inc	4,323	P	07/02/09	06/24/11	6,278	4,323	1,955
Swift Energy Company	180	P	09/02/10	06/24/11	6,165	4,886	1,279
Wintrust Financial Corp	190	P	02/15/11	06/24/11	6,092	6,265	(173)
							-
Gains Reinvested From Mutual Funds		P		12/31/11	195,531	-	195,531
Short Term Gains From P'Ship K-1'S		P		12/31/11	44,825	-	44,825
Long Term Gains From P'Ship K-1'S		P		12/31/11	(69,520)	-	(69,520)
Totals					<u>742,539</u>	<u>399,757</u>	<u>342,782</u>

McNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011

INFORMATION ABOUT OFFICERS, DIRECTORS & TRUSTEES (FORM 990-PF, PART VIII)

<u>Name and Address</u>	<u>Title and Avg Hours</u>	<u>Compensation</u>	<u>Contributions to Benefit Plans</u>	<u>Expense Acct & Other Allow</u>
Shannon McNeely Whitaker 444 Pine Street St Paul, MN 55101	Chair/ Trustee/ Part	0	0	0
W E. Barsness 13405 15th Ave N Plymouth, MN 55441	V Chairman Trustee/ Part	0	0	0
Armar A. Archbold 310 Louckes Ave Los Altos, CA 94022	Secretary/ Trustee/ Part	0	0	0
Kevin McNeely 600 Michael Drive Sonoma, CA 95476	Trustee/ Part	0	0	0
Ted Madden 16 9th Street Island Livingston, MT 59047	Trustee/ Part	0	0	0
Nicholas McNeely 444 Pine Street St. Paul, MN 55101	Trustee/ Part	0	0	0
Gregory McNeely 444 Pine Street St Paul, MN 55101	Trustee/ Part	0	0	0
Irene McNeely 3307 Ankeny Street Portland, OR 97214	Trustee/ Part	0	0	0

MANAGERS WHO HAVE CONTRIBUTED MORE THAN 2% IN ANY TAX YEAR (FORM 990-PF, PART XV, LINE 1a)

Armar A. Archbold
310 Louckes Ave
Los Altos, CA 94022

C:\Users\tcronmiller\Documents\TAX\FOUNDAT\2011\McNeely\[stmt2 XLS]A

stmt 6

MCNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant	Amount
American Diabetes Association 5100 Gamble Drive, Suite 394 St. Louis Park, MN 55416	n/a	501(c)(3)	Camp Needlepoint support	\$ 500.00
American Friends Service Committee 1501 Cherry Street Philadelphia, PA 19102-1403	n/a	501(c)(3)	General operating support	\$ 100.00
American Indian College Fund P O Box 172449 Denver, CO 80217-9797	n/a	501(c)(3)	General operating support	\$ 2,000.00
American Indian Family Center 579 Wells Avenue Saint Paul, MN 55130	n/a	501(c)(3)	Wounspe Wawokiya program support	\$ 20,000.00
Amherst H. Wilder Foundation 451 Lexington Parkway N Saint Paul, MN 55104	n/a	501(c)(3)	Building On the Legacy Endowment Campaign	\$ 10,000.00
Animal Ark 809 E 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	General operating support	\$ 2,000.00
Animal Humane Society 845 Meadow Lane N Golden Valley, MN 55422	n/a	501(c)(3)	General operating support	\$ 250.00
Antioch Missionary Baptist Church 3639 Faulkner Road Memphis, TN 38118	n/a	501(c)(3)	General operating support	\$ 1,000.00
Association of Small Foundations P O Box 247 Winooski, VT 05404-9901	n/a	501(c)(3)	General operating support	\$ 950.00
Assumption Church 51 West 7th Street Saint Paul, MN 55102	n/a	501(c)(3)	Membership Support	\$ 1,000.00
Boston College More Hall, Room 220 Chestnut Hill, MA 02467	n/a	501(c)(3)	General operating support	\$ 2,000.00
Breakthrough Saint Paul 2051 Larpenteur Avenue E. Saint Paul, MN 55109	n/a	501(c)(3)	Support for the Student & Family Liaison Position	\$ 20,000.00
Catholic Church of the Ressurrection 5475 Newberry Avenue Memphis, TN 38115	n/a	501(c)(3)	General operating support	\$ 1,000.00

MCNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant	Amount
Catholic Services Appeal Archdiocese of Saint Paul/Minneapolis 226 Summit Avenue Saint Paul, MN 55102	n/a	501(c)(3)	General operating support	\$ 175.00
Chartwell School 2511 Numa Watson Road Seaside, CA 93955-6774	n/a	501(c)(3)	General operating support	\$ 15,000 00
Community Design Center of Minnesota 731 East 7th Street, Suit 100 Saint Paul, MN 55106	n/a	501(c)(3)	Youth Enterprise In Food and Ecology Project Support	\$ 20,000 00
Community Stabilization Project 801 Selby Avenue Saint Paul, MN 55104	n/a	501(c)(3)	General operating support	\$ 10,000 00
Conservation Corps Minnesota 2715 Upper Afton Road Maplewood, MN 55119	n/a	501(c)(3)	Youth Programs	\$ 8,000 00
Convent of the Visitation School 2455 Visitation Drive Mendota Heights, MN 55120	n/a	501(c)(3)	General operating support	\$ 1,200 00
Courage Center 3915 Golden Valley Road Golden Valley, MN 55422	n/a	501(c)(3)	General operating support	\$ 2,000.00
Dakota Foundation 597 Wiggins Road Saint Paul, MN 55119-6924	n/a	501(c)(3)	General operating support	\$ 1,000.00
Delancey Street Foundation 600 Embarcadero San Francisco, CA 94107	n/a	501(c)(3)	General operating support	\$ 10,000 00
Dayton's Bluff District 4 Community Council 798 E. 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	Full Engagement Campaign	\$ 10,000 00
Earlham College 801 National Road W Richmond, IN 47374	n/a	501(c)(3)	General operating support	\$ 50.00
Eagle Brook Church 5212 130th Street White Bear Lake, MN 55110	n/a	501(c)(3)	General operating support	\$ 1,000.00
East Side Learning Center 740 York Avenue Saint Paul, MN 55106	n/a	501(c)(3)	Reading tutoring program	\$ 15,000 00

MCNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant		Amount
East Side Neighborhood Development Company 925 Payne Avenue, Suite 201 Saint Paul, MN 55130	n/a	501(c)(3)	Building Blocks for Sustainability Project Support	\$	60,000.00
Eco Education 1295 Bandana Blvd, Suite 118 Saint Paul, MN 55108	n/a	501(c)(3)	General operating support	\$	10,200 00
Emergency Shelter of the Fox Valley P O Box 341 Appleton, WI 54912	n/a	501(c)(3)	General operating support	\$	100.00
Ellendale Church of Christ 7365 Hwy 70 Bartlett, TN 38133	n/a	501(c)(3)	General operating support	\$	1,000.00
Everybody Wins! Minnesota 325 Cedar Street, Suite 555 Saint Paul, MN 55101	n/a	501(c)(3)	Marvin R Andersen Legacy Fund	\$	2,000.00
Face To Face Health & Counseling Services 1165 Arcade Street Saint Paul, MN 55106	n/a	501(c)(3)	SafeZone Homeless Youth Program Support	\$	15,000.00
Fairfield University-Ignation Solidarity Corps 1073 N. Benson Road Fairfield, CT 06824	n/a	501(c)(3)	General operating support	\$	100.00
Film Society of Minneapolis/St Paul 125 SE Main Street Minneapolis, MN 55414	n/a	501(c)(3)	General operating support	\$	500 00
First Baptist Church 2835 Broad Avenue Memphis, TN 38112	n/a	501(c)(3)	General operating support	\$	2,000 00
First Gethesemane Missionary Baptist Church 3101 Frayser Raleigh Road Memphis, TN 38128	n/a	501(c)(3)	General operating support	\$	1,000 00
Franklin College Switzerland 91-31 Queens Boulevard Elmhurst, NY 11373	n/a	501(c)(3)	Alumni Fund	\$	10,000.00
Free Arts Minnesota 400 1st Avenue N, Suite 518 Minneapolis, MN 55401	n/a	501(c)(3)	Mentorship & YES to Arts Program Support	\$	5,000 00
Friends of the St. Paul Public Library 325 Cedar Street St Paul, MN 55101-1055	n/a	501(c)(3)	Homework Help Centers	\$	10,000.00

MCNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant	Amount
Garden of Hope Montessori School 2446 E County Road F White Bear Lake, MN 55110	n/a	501(c)(3)	General operating support	\$ 100 00
Gardening Matters 4114 39th Avenue S Minneapolis, MN 55406	n/a	501(c)(3)	East Metro Community Gardens	\$ 20,000 00
Grants Managers Network 1101 14th Street NW, Suite 420 Washington, DC 20005	n/a	501(c)(3)	General operating support	\$ 350 00
Greater Middle Baptist Church 4982 Knight Arnold Road Memphis, TN 38118	n/a	501(c)(3)	General operating support	\$ 499 00
Greater Twin Cities United Way 404 S Eighth Street Minneapolis, MN 55404-1084	n/a	501(c)(3)	General operating support	\$ 22,330 08
Hamline University Mediation Center MS D2205 1536 Hewitt Avenue Saint Paul, MN 55104	n/a	501(c)(3)	General operating support	\$ 3,000.00
Health Care Access Clinic 1920 Moodle Road Lawrence, KS 66046	n/a	501(c)(3)	General operating support	\$ 250 00
Heart to Heart International 401 S. Clairborne, Suite 302 Olathe, KS 66062	n/a	501(c)(3)	Haitian Relief Services	\$ 850 00
Heifer International P O Box 8058 Little Rock, AR 72203	n/a	501(c)(3)	General operating support	\$ 500.00
Hennepin Theater Trust 615 Hennepin Avenue Minneapolis, MN 55403	n/a	501(c)(3)	General operating support	\$ 3,000 00
Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002-4999	n/a	501(c)(3)	General operating support	\$ 90.00
Hmong American Partnership 1075 Arcade Street Saint Paul, MN 55106	n/a	501(c)(3)	Academic & Career Mentoring Program for girls	\$ 10,000.00
Holy Trinity Lutheran Church 1300 E Main Street New Prague, MN 56071	n/a	501(c)(3)	General operating support	\$ 1,000 00

MCNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant	Amount
Holy Trinity Lutheran Church 4240 Gettysburg Avenue N New Hope, MN 55428	n/a	501(c)(3)	General operating support	\$ 640.00
Hope Faith Ministries 705 Virginia Avenue Kansas City, MO 64052-0409	n/a	501(c)(3)	General operating support	\$ 250.00
Kansas Public Radio P O Box 928 Lawrence, KS 66046	n/a	501(c)(3)	General operating support	\$ 360.00
Kayne-Eras Center 5350 Machado Road Culver City, CA 90230	n/a	501(c)(3)	General operating support	\$ 10,000.00
KBEM-FM Jazz 88.5 1555 James Ave N Minneapolis, MN 55411	n/a	501(c)(3)	Frank Engdahl Memorial Fund	\$ 1,000.00
Lakes Area Pregnancy Support Center 413 8th Avenue NE Brainerd, MN 56401	n/a	501(c)(3)	General operating support	\$ 400 00
Lao Family Community of Minnesota 320 W. University Avenue Saint Paul, MN 55103	n/a	501(c)(3)	Passages Program for girls	\$ 10,000.00
Latino Economic Development Center 1516 East Lake Street, Suite 201 Minneapolis, MN 55407	n/a	501(c)(3)	East Side St. Paul Economic Development Programs	\$ 15,000.00
Leukemia Society of America-Minnesota 8441 Wayzata Blvd., Suite 340 St. Louis Park, MN 55416	n/a	501(c)(3)	General operating support	\$ 425 00
The Lift 925 Payne Avenue Saint Paul, MN 55130	n/a	501(c)(3)	Program support for East Side St. Paul youth	\$ 10,000.00
Little Brothers-Friends of the Elderly 1845 E. Lake Street Minneapolis, MN 55407			NEST Pilot Program for Seniors	\$ 10,000 00
Lower Phalen Creek Project 733 East 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	Trail connections, signage, feasibility study	\$ 25,000 00
Lumen Christi Catholic Community 2055 Bohland Avenue Saint Paul, MN 55116	n/a	501(c)(3)	General operating support	\$ 200.00

MCNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant	Amount
Lutheran World Relief 700 Light Street Baltimore, MD 21230	n/a	501(c)(3)	General operating support	\$ 500 00
Mahomedí Food Shelf 700 Mahtomedí Avenue Mahomedí, MN 55110	n/a	501(c)(3)	General operating support	\$ 100 00
Merrick Community Services 715 Edgerton Street Saint Paul, MN 55106	n/a	501(c)(3)	Youth Programs Support	\$ 30,000 00
Minnesota Historical Society Development Office 345 Kellogg Boulevard Saint Paul, MN 55102-1906	n/a	501(c)(3)	Open House Exhibit Access Access and Curriculum	\$ 2,300.00
Minnesota Literacy Council 700 Raymond Avenue, Suite 180 Saint Paul, MN 55114	n/a	501(c)(3)	Readiness Program at Arlington Hills Library	\$ 10,000.00
Minnesota Public Radio 45 E 7th Street Saint Paul, MN 55101-2274	n/a	501(c)(3)	General operating support	\$ 75 00
Minnesota Sinfonia 901 North Third Street, Suite 112 Minneapolis, MN 55401	n/a	501(c)(3)	Summer Children's Concert and School Music Programs	\$ 15,000 00
Mishawaka Foundation 1 Brickyard Drive Bloomington, IN 61701	n/a	501(c)(3)	General operating support	\$ 3,500.00
Mount Zion Taska Missionary Baptist Church 519 Mount Zion Road Byhalia, MS 38611	n/a	501(c)(3)	General operating support	\$ 1,000.00
Napa Valley Hospice & Adult Day Center 414 S. Jefferson St Napa, CA 94559	n/a	501(c)(3)	General operating support	\$ 10,000 00
National Center for Family Philanthropy 1818 N Street, Suite 300 Washington, DC 20036	n/a	501(c)(3)	General operating support	\$ 1,200 00
Nativity of Our Lord Catholic Church 1900 Wellesley Avenue Saint Paul, MN 55105	n/a	501(c)(3)	General operating support	\$ 655 00
Nature Conservancy of Montana 32 S Ewing Helena, MT 59601	n/a	501(c)(3)	General operating support	\$ 400.00

MCNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant	Amount
New Garden Baptist Church 4252 Palestine Road Coldwater, MS 38618	n/a	501(c)(3)	General operating support	\$ 1,000.00
New Life Holiness Church 1708 Vera Cruz Memphis, TN 38117	n/a	501(c)(3)	General operating support	\$ 2,000.00
Nexus Community Partners 570 Asbury Street, Suite 201 Saint Paul MN 55104	n/a	501(c)(3)	East Side Programming Support	\$ 75,000.00
North Heights Lutheran Church 2701 N Rice Street Roseville, MN 55113	n/a	501(c)(3)	General operating support	\$ 120.00
Northwestern College-KTIS Radio PO Box 130517 Saint Paul, MN 55113-0005	n/a	501(c)(3)	KTIS Radio Support	\$ 1,000.00
Opportunity Neighborhood 1417 10th Street NW #104 New Brighton, MN 55112	n/a	501(c)(3)	Ames Lake Apartments Tenant Support Services	\$ 15,000.00
Park County Community Foundation P O Box 2199 Livingston, MT 59047	n/a	501(c)(3)	General operating support	\$ 9,300.00
P.E.A.S.E Academy 601 13th Avenue SE Minneapolis, MN 55414	n/a	501(c)(3)	General operating support	\$ 500.00
Peta Wakin Tipi 459 N Wheeler Street Saint Paul, MN 55104	n/a	501(c)(3)	Youth Education & Leadership Training	\$ 15,000.00
Playing Against Sams of Wisconsin P O Box 128 Milwaukee, WI 53201	n/a	501(c)(3)	General operating support	\$ 150.00
Playworks Twin Cities 111 Kellogg Blvd , #235 Saint Paul, MN 55101	n/a	501(c)(3)	Support for program expansion to East Side St. Paul schools	\$ 5,000.00
Powerderhorn Phillips Wellness & Cultural Center 1527 E. Lake Street Minneapolis, MN 55407	n/a	501(c)(3)	East Side St Paul Programming	\$ 15,000.00
Proceeding Word Christian Center 1715 Celleder Drive E. Cordova, TN 38016	n/a	501(c)(3)	General operating support	\$ 1,000.00

MCNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant	Amount
Project 515 Education Campaign P O Box 50143 Minneapolis, MN 55405-0143	n/a	501(c)(3)	General operating support	\$ 500.00
Project for Pride in Living 1035 E Franklin Avenue Minneapolis, MN 55404	n/a	501(c)(3)	New Foundation Supportive Housing & Services	\$ 15,000.00
St. Mary's Catholic Church 261 East Eighth Street Saint Paul, MN 55101	n/a	501(c)(3)	General operating support	\$ 3,000 00
St Paul Academy & Summit School 1712 Randolph Avenue Saint Paul, MN 55105	n/a	501(c)(3)	McNeely Family Library Fund	\$ 9,500 00
St. Paul Area Council Of Churches 1671 Summit Avenue Saint Paul, MN 55105-1884	n/a	501(c)(3)	Project SPIRIT and Freedom School Program Support	\$ 20,000.00
Saint Paul Foundation 55 Fifth Street E , Suite 600 Saint Paul, MN 55101-1797	n/a	501(c)(3)	Donor Funding	\$ 119,925.00
Salvation Army-Kansas 3637 Broadway Kansas City, MO 64111-2503	n/a	501(c)(3)	General operating support	\$ 125.00
Salvation Army Northern DHQ P O Box 131240 Roseville, MN 55113-0011	n/a	501(c)(3)	Bed & Bread program support	\$ 480 00
Science Museum of Minnesota 120 W Kellogg Blvd Saint Paul, MN 55102	n/a	501(c)(3)	General operating support	\$ 1,000.00
Scholarship America, Inc P O Box 240 St. Peter, MN 56082	n/a	501(c)(3)	General operating support	\$ 5,900.00
Search Ministries Minnesota 7400 Metro Blvd , Suite 210 Edina, MN 55439	n/a	501(c)(3)	General operating support	\$ 1,000 00
Second Harvest Heartland 1140 Gervais Avenue Saint Paul, MN 55109	n/a	501(c)(3)	General operating support	\$ 500.00
Shepherd of the Valley Lutheran Church 14107 Hudson Road S Afton, MN 55001	n/a	501(c)(3)	General operating support	\$ 1,000.00

MCNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant	Amount
Sholom Foundation 3610 Phillips Parkway St. Louis Park, MN 55426	n/a	501(c)(3)	Leo & Doris Hadroff Pavillion for Memory Care	\$ 250.00
Susan G. Komen Breast Cancer Foundation 5005 LBJ Freeway, Suite 250 Dallas, TX 75244	n/a	501(c)(3)	General operating support	\$ 250.00
Theatre In The Round 245 Cedar Avenue Minneapolis, MN 55454-1054	n/a	501(c)(3)	General operating support	\$ 500.00
Tree Trust 2350 Wycliff Street, Suite 200 Saint Paul, MN 55114	n/a	501(c)(3)	St Paul Youth Conservaiton Corps	\$ 5,000 00
Trinity Lutheran Church 115 N 4th Street Stillwater, MN 55082	n/a	501(c)(3)	General operating support	\$ 550 00
Trust For Public Land 2610 University Avenue, Suite 300 Saint Paul, MN 5511	n/a	501(c)(3)	Advocacy project support for Legacy Amendment funds	\$ 1,000.00
Twin Cities Public Television 172 East Fourth Street Saint Paul, MN 55101	n/a	501(c)(3)	General operating support	\$ 75 00
University of Minnesota Humphrey Institute 301 19th Avenue S Minneapolis, MN 55455	n/a	501(c)(3)	General operating support	\$ 300 00
University of Minnesota 105 Peters Hall 1404 Gortner Avenue Saint Paul, MN 55108	n/a	501(c)(3)	Learning Dreams Program	\$ 5,000 00
University of Wisconsin-Stevens Point UWSP Foundation 2100 Main Street, #212 Old Main Stevens Point, WI 54481	n/a	501(c)(3)	General operating support	\$ 50.00
USO World Headquarters P O Box 96860 Washington, DC 20077	n/a	501(c)(3)	General operating support	\$ 550.00
Vietnamese Social Services of Minnesota 1159 University Avenue Saint Paul, MN 55104	n/a	501(c)(3)	East Side Children's Summer Program	\$ 5,000.00

MCNEELY FOUNDATION

FEIN 41-1392221

DECEMBER 31, 2011

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 990-PF, PART XV, LINE 3

Recipient Organization & Address	Relationship	Status	Purpose of Grant	Amount
White Bear Lake Center for the Arts 2228 Fourth Street White Bear Lake, MN 55110	n/a	501(c)(3)	Capital Campaign	\$ 1,800.00
White Bear Lake Food Shelf 1884 Whitaker Avenue White Bear Lake, MN 55110	n/a	501(c)(3)	General operating support	\$ 100.00
Wildlife Rehabilitation Center of Minnesota 2530 Dale Street Roseville, MN 55113	n/a	501(c)(3)	General operating support	\$ 1,000.00
YouthCare 2701 University Ave SE, Suite 205 Minneapolis, MN 55414	n/a	501(c)(3)	Youth Programs for Girls at McDonough Homes	\$ 15,000.00
YWCA Domestic Violence Department 375 S Third Street San Jose, CA 95112	n/a	501(c)(3)	Support Network for Battered Women Program	\$ 10,000.00
TOTAL				<u>\$ 855,524</u>

McNEELY FOUNDATION
FEIN 41-1392221
DECEMBER 31, 2011

Grants Approved for Future Payment (Form 990 PF, Part XV, Line 3b)

<u>Recipient Organization and Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of grant</u>	<u>Liability for Grants Approved of as of 12/31/11</u>
Amherst H Wilder Foundation 919 Lafond Avenue St. Paul, MN 55106	none	501(c)(3)	Legacy Endowment	10,000
Total				<u>10,000</u>

C:\Users\tcronmiller\Documents\TAX\FOUNDAT\2011\McNeely\[grant commitments.xls]Sheet1

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

▶ 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 ☒ **X**
- 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 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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

MCNEELY FOUNDATION☐ **41-1392221**

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

444 PINE STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

ST PAUL, MN 55101Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 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 ▶ **KAREN REYNOLDS**

Telephone No ▶ **651-228-4503**FAX No ▶ **651-228-4506**

- 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 **08/15**, 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 **2011** or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 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

3a 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	3a \$	30,000
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	3b \$	5,000
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	25,000

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box. ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Employer identification number (EIN) or

Type or
printFile by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

MCNEELY FOUNDATION**41-1392221**

Number, street, and room or suite no. If a P.O. box, see instructions

444 PINE STREET

Social security number (SSN)

City, town, or post office, state, and ZIP code. For a foreign address, see instructions.

ST. PAUL, MN 55101Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **KAREN REYNOLDS, 444 PINE STREET, ST. PAUL, MN 55101**
Telephone No. **651-228-4503** FAX No. **651-228-4506**
- 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.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15**, 20 **12**
- 5 For calendar year **2011**, or other tax year beginning ☐, 20 ☐, and ending ☐, 20 ☐
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **WAITING FOR AUDITED FINANCIAL STATEMENTS FROM OUTSIDE AUDITORS AND FOR REMAINING K-1'S FROM PARTNERSHIP INVESTMENTS**

8a 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.	8a \$	30,000
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 and any amount paid previously with Form 8868.	8b \$	30,000
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

*Shannon W. Jutsker*Title ▶ **TRUSTEE**

Date ▶

8-8-12

Form 8868 (Rev. 1-2012)

Mailed 8-8-2012