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

**2011**

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.

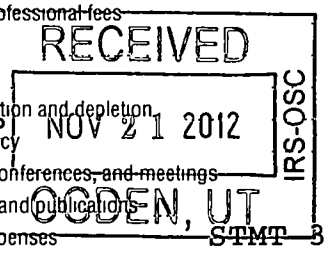
For calendar year 2011 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>THE NEILL FOUNDATION</b>		A Employer identification number <b>91-2171390</b>
Number and street (or P O box number if mail is not delivered to street address) <b>12108 W COWPATH</b>	Room/suite	B Telephone number <b>512-249-9049</b>
City or town, state, and ZIP code <b>AUSTIN, TX 78727</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <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		D 1. Foreign organization, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>15,029.50</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	18,551.51		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1.27	1.27		STATEMENT 1
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.00		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	18,552.78	1.27		
13 Compensation of officers, directors, trustees, etc	0.00	0.00		0.00
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees <b>STMT 2</b>	400.00	0.00		0.00
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publication				
23 Other expenses <b>STMT 3</b>	464.39	0.00		0.00
24 Total operating and administrative expenses. Add lines 13 through 23	864.39	0.00		0.00
25 Contributions, gifts, grants paid	6,261.58			6,261.58
26 Total expenses and disbursements. Add lines 24 and 25	7,125.97	0.00		6,261.58
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	11,426.81			
b Net investment income (if negative, enter -0-)		1.27		
c Adjusted net income (if negative, enter -0-)			N/A	

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Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,642.57	14,213.26	14,213.26
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶	816.24		
	Less: allowance for doubtful accounts ▶	0.00	816.24	816.24
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciabon ▶			
	15 Other assets (describe ▶ )			
	16 Total assets (to be completed by all filers)	3,458.81	15,029.50	15,029.50
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ OTHER LIABILITIES )	143.88	287.76		
23 Total liabilities (add lines 17 through 22)	143.88	287.76		
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
29 Retained earnings, accumulated income, endowment, or other funds	3,314.93	14,741.74		
30 Total net assets or fund balances	3,314.93	14,741.74		
31 Total liabilities and net assets/fund balances	3,458.81	15,029.50		

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	3,314.93
2 Enter amount from Part I, line 27a	2	11,426.81
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	14,741.74
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,741.74

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		}	3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	5,465.31	0.00	.000000
2009	4,355.50	21,772.79	.200043
2008	2,560.00	27,520.46	.093022
2007	1,812.17	28,689.81	.063164
2006	13,856.87	29,859.16	.464074

2	Total of line 1, column (d)	2	.820303
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	.164061
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	0.00
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.01
7	Add lines 5 and 6	7	0.01
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	6,261.58

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0.00
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.00
3 Add lines 1 and 2		3	0.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 <b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	0.00
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.00
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		0.00
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10		
11 Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>0.00</u> (2) On foundation managers. ▶ \$ <u>0.00</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0.00</u>		
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
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?	N/A	
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, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>NONE</u>		
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 2011 or the taxable year beginning in 2011 (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

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation 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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NEILLFOUNDATION.ORG	X		
14	The books are in care of ► PAMELA NEILL Telephone no. ► 512-249-9049 Located at ► 12108 W COW PATH, AUSTIN, TX ZIP+4 ► 78727			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country		16	Yes No X

**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		N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)		N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)		N/A
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)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHNNY M NEILL 12108 W COWPATH AUSTIN, TX 78727	TRUSTEE 0.00	0.00	0.00	0.00
PAMELA J NEILL 12108 W COWPATH AUSTIN, TX 78727	TRUSTEE 1.00	0.00	0.00	0.00

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

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

Total number of other employees paid over \$50,000 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHED EXHIBIT 1	0.00
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
1 N/A		
2		
3 All other program-related investments. See instructions.		
Total. Add lines 1 through 3		0.00

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	0.00
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	0.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	0.00
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.00
6	Minimum investment return. Enter 5% of line 5	6	0.00

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

1	Minimum investment return from Part X, line 6	1	0.00
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.00
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	0.00
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0.00

**Part XII** Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,261.58
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,261.58
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.01
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,261.57

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				0.00
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.00	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	12,256.73			
b From 2007	377.68			
c From 2008	1,183.98			
d From 2009	3,312.65			
e From 2010	5,465.34			
f Total of lines 3a through e	22,596.38			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 6,261.58				
a Applied to 2010, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2011 distributable amount				0.00
e Remaining amount distributed out of corpus	6,261.58			
5 Excess distributions carryover applied to 2011 (if an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:	28,857.96			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	12,256.73			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	16,601.23			
10 Analysis of line 9:				
a Excess from 2007	377.68			
b Excess from 2008	1,183.98			
c Excess from 2009	3,312.65			
d Excess from 2010	5,465.34			
e Excess from 2011	6,261.58			

**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 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	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED EXHIBIT 1</p>				6,261.58
<p><b>Total</b></p>			<p>▶ 3a</p>	6,261.58
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p><b>Total</b></p>			<p>▶ 3b</p>	0.00





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

THE NEILL FOUNDATION

91-2171390

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

**Special Rules**

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization <b>THE NEILL FOUNDATION</b>	Employer identification number <b>91-2171390</b>
-----------------------------------------------------	-----------------------------------------------------

**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	<u>PAMELA &amp; JOHNNY NEILL</u>  <u>12108 WEST COW PATH</u>  <u>AUSTIN, TX 78727</u>	\$ <u>18,551.51</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>THE NEILL FOUNDATION</b>	Employer identification number <b>91-2171390</b>
-----------------------------------------------------	-----------------------------------------------------

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization <b>THE NEILL FOUNDATION</b>	Employer identification number <b>91-2171390</b>
-----------------------------------------------------	-----------------------------------------------------

**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) ▶ \$ \_\_\_\_\_  
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
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

## The Neill Foundation Transaction Detail By Account

January through December 2011

Date	Num	Name Address	Name Phone #	Name E-Mail	Memo	Amount
<b>ASPVA Austin School for the</b>						
12/12/2011	2609	P O Box 342107 Austin, TX 78734	512-522-7782	www.theaustinschool.org		35 00
Total ASPVA Austin School for the						35 00
<b>Austin Children's Choir</b>						
3/29/2011	2554	3400 N IH 35 Austin, TX 78705			donation	180 00
Total Austin Children's Choir						180 00
<b>Austin Humane Society</b>						
1/4/2011	2415	124 W Anderson Lane Austin, TX 78752			donation	30 00
8/30/2011	2563	124 W Anderson Lane Austin, TX 78752			donation	50 17
Total Austin Humane Society						80 17
<b>Davis Elementary PTA</b>						
3/8/2011	2423	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	50 00
3/8/2011	2526	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	17 00
3/8/2011	2424	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	50 00
3/9/2011	2527	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	568 00
3/9/2011	2425	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	25 00
3/21/2011	2529	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	77 71
8/26/2011	2558	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	14 00
9/12/2011	2561	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	51 17
9/12/2011	2560	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	14 00
9/19/2011	2559	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	25 00
9/26/2011	2569	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	210 00
9/26/2011	2573	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	50 00
10/26/2011	2602	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	50 00
10/26/2011	2603	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	education donation	40 00
Total Davis Elementary PTA						1,241 88
<b>Family Reading Program</b>						
12/27/2011	2619					42 00
Total Family Reading Program						42 00
<b>Gifts in Kind</b>						
9/23/2011	2567					40 00
Total Gifts in Kind						40 00
<b>Henry Middle School</b>						
10/6/2011	2572	100 N Vista Ridge Blvd Cedar Park, TX 78613				36 50
Total Henry Middle School						36 50
<b>Iowa Heart Foundation</b>						
1/18/2011	2418	5880 University Ave , Ste 101 West Des Mon				40 00
Total Iowa Heart Foundation						40 00
<b>JDRF</b>						
3/23/2011	2528	8701 N Mopac, Ste 110 Austin, TX 78731				550 00
5/23/2011	2557	8701 N Mopac, Ste 110 Austin, TX 78731				304 00
12/15/2011	2617	8701 N Mopac, Ste 110 Austin, TX 78731				50 00
Total JDRF						904 00
<b>KUT</b>						
10/31/2011	2607	Dean Keeton & Guadalupe Austin, TX	512-471-1631	www.kut.org	Public radio donation	51 17
Total KUT						51 17
<b>Murchison Middle School</b>						
9/30/2011	2570	3700 N Hills Dr Austin, TX 78731	512- 414-3254	www.austinschools.org/campus/murchison/	Donation	46 50
Total Murchison Middle School						46 50
<b>National Wildlife Federation</b>						
8/1/2011	2540	11100 Wildlife Center Dr Reston, VA 20190	800-822-9919	www.nwf.org		25 00
Total National Wildlife Federation						25 00
<b>Unity Church of the Hills</b>						
2/23/2011	2421	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
2/24/2011	2420	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	25 00
3/15/2011	2531	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 00
3/22/2011	2532	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
3/29/2011	2551	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
4/5/2011	2533	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
4/6/2011	2534	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	125 00
4/14/2011	2417	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	25 00
4/19/2011	2535	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
4/26/2011	2536	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	50 17
5/10/2011	2555	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
5/24/2011	2537	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
6/7/2011	2538	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
6/28/2011	2539	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 00
7/19/2011	2542	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	107 77
7/21/2011	2541	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
7/28/2011	2543	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
7/28/2011	2544	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	30 00
8/3/2011	2547	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
8/5/2011	2548	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	185 00
8/18/2011	2545	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	5 00
8/18/2011	2546	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	45 00
8/18/2011	2549	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
8/18/2011	2550	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	300 00
8/24/2011	2562	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17

**The Neill Foundation**  
**Transaction Detail By Account**

January through December 2011

<u>Date</u>	<u>Num</u>	<u>Name Address</u>	<u>Name Phone #</u>	<u>Name E-Mail</u>	<u>Memo</u>	<u>Amount</u>
9/8/2011	2566	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
9/15/2011	2568	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
9/22/2011	2571	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
9/28/2011	2574	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
10/6/2011	2575	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
10/20/2011	2601	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
10/27/2011	2604	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
11/10/2011	2608	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	151 17
11/17/2011	2610	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	40 00
11/17/2011	2611	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	950 00
11/25/2011	2605	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	20 00
11/25/2011	2612	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
12/1/2011	2613	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
12/1/2011	2614	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	40 00
12/8/2011	2615	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
12/15/2011	2618	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	church	51 17
Total Unity Church of the Hills						3,429 19
<b>Uplift Austin</b>						
5/24/2011	2556	4315 Guadalupe, Ste 300 Austin, TX 78703			donation	10 00
Total Uplift Austin						10 00
<b>Vandergrift Band Booster</b>						
9/19/2011	2564	9500 McNeil Dr Austin, TX 78750			donation	100 17
Total Vandergrift Band Booster						100 17
<b>TOTAL</b>						<b>6,261 58</b>

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

SOURCE	AMOUNT
INTEREST INCOME	1.27
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.27

## FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND ACCOUNTING	400.00	0.00		0.00
TO FORM 990-PF, PG 1, LN 16B	400.00	0.00		0.00

## FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE	143.88	0.00		0.00
BANK CHARGES	8.75	0.00		0.00
REPAIRS AND MAINTENANCE	311.76	0.00		0.00
TO FORM 990-PF, PG 1, LN 23	464.39	0.00		0.00