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

OMB No 1545-0052

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 Sep 1, 2011, and ending Aug 31, 2012

Name of foundation GEORGE REED MCNEILL ANIMAL WELFARE FUND		A Employer identification number 27-1045290
Number and street (or P.O. box number if mail is not delivered to street address) 7000 WEST 127TH STREET		B Telephone number (see the instructions) (708) 448-4400
City or town PALOS HEIGHTS	State ZIP code IL 60463	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 organizations, 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, column (c), line 16) \$ 7,738,504.	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 (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 (att sch)	344,023.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	150,420.	99,495.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 10)		713,863.		
	8 Net short-term capital gain				
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	494,443.	813,358.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	40,000.	15,500.		20,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	19,038.	7,377.		9,519.
	b Accounting fees (attach sch) L-16b Stmt	8,280.	3,208.		4,140.
	c Other prof fees (attach sch) L-16c Stmt	39,318.	30,471.		
	17 Interest				
	18 Taxes (attach schedule) (see instrs) See Line 18 Stmt	4,098.	1,584.		2,054.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,159.	450.		579.
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	INSURANCE	4,766.	820.		3,708.
24 Total operating and administrative expenses. Add lines 13 through 23	116,659.	59,410.		40,000.	
25 Contributions, gifts, grants paid	262,068.			262,068.	
26 Total expenses and disbursements. Add lines 24 and 25	378,727.	59,410.		302,068.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	115,716.				
b Net investment income (if negative, enter -0-)		753,948.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		124,627.	43,009.	43,009.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule) L-10a Stmt		1,601,907.	556,228.	641,814.
	b	Investments – corporate stock (attach schedule) L-10b Stmt		1,251,585.	1,786,723.	2,179,879.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt			1,041,077.	1,087,805.
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt		3,200,000.	3,580,605.	3,785,997.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item i)		6,178,119.	7,007,642.	7,738,504.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)		56.		
	23	Total liabilities (add lines 17 through 22)		56.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		6,178,063.	7,007,642.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		6,178,063.	7,007,642.	
	31	Total liabilities and net assets/fund balances (see instructions)		6,178,119.	7,007,642.	

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	6,178,063.
2	Enter amount from Part I, line 27a	2	115,716.
3	Other increases not included in line 2 (itemize) <u>NET CAPITAL GAINS-PART IV LINE 2</u>	3	713,863.
4	Add lines 1, 2, and 3	4	7,007,642.
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	7,007,642.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a SEE ATTACHED STATEMENT

D

Various

Various

b SEE ATTACHED STATEMENT

P

Various

Various

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 2,606,840.

1,910,305.

696,535.

b 276,910.

259,582.

17,328.

c

d

e

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value
as of 12/31/69(j) Adjusted basis
as of 12/31/69(k) Excess of column (i)
over column (j), if any(l) Gains (Column (h)
gain minus column (k), but not less
than -0-) or Losses (from column (h))

a 0.

0.

0.

696,535.

b 0.

0.

0.

17,328.

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

713,863.

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 (column (b) divided by column (c))
2010	135,773.	6,433,453.	0.021104
2009	400,000.	1,926,149.	0.207668
2008			
2007			
2006			

2 Total of line 1, column (d)

2

0.228772

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

0.114386

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

7,451,770.

5 Multiply line 4 by line 3

5

852,378.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7,539.

7 Add lines 5 and 6

7

859,917.

8 Enter qualifying distributions from Part XII, line 4

8

302,068.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		1	15,079.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,079.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		5	15,079.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	348.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,731.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16,079.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,000.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	1,000.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IL - Illinois		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>THOMAS F COURTNEY</u> Telephone no <u>(708) 448-4400</u> Located at <u>7000 W 127TH ST</u> <u>PAOS HEIGHTS IL</u> ZIP + 4 <u>60463</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u></u>	16		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 <input type="checkbox"/>	1b	
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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL GALINSKI 18541 WEST POINT DR TINLEY PARK IL 60477	PRESIDENT 15.00	40,000.	0.	0.
THOMAS F COURTNEY SR 7000 W 127TH ST PALOS HEIGHTS IL 60463	SEC/TREAS 2.00	0.	0.	0.
SISTER ANNA DOYLE 12251 S 80TH AVE PALOS HEIGHTS IL 60463	VICE PRESIDENT 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services None**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a	Average monthly fair market value of securities	1a 7,396,825.
b	Average of monthly cash balances	1b 168,424.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 7,565,249.
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 7,565,249.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 113,479.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 7,451,770.
6	Minimum investment return. Enter 5% of line 5	6 372,589.

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	1 372,589.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 15,079.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 15,079.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 357,510.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 357,510.
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	7 357,510.

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 302,068.
b	Program-related investments — total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 302,068.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 302,068.

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				357,510.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years. 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	122,097.			
e From 2010	0.			
f Total of lines 3a through e	122,097.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 302,068.				
a Applied to 2010, but not more than line 2a				
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				302,068.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	55,442.			55,442.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	66,655.			
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				0.
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)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	66,655.			
10 Analysis of line 9.				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	66,655.			
d Excess from 2010	0.			
e Excess from 2011	0.			

BAA

Form 990-PF (2011)

N/A

4942(j)(5)

(4) Gross investment income

[illegible]

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ANIMAL WELFARE LEAGUE 10305 SOUTHWEST HIGHWAY CHICAGO RIDGE IL 60415	NONE	501(c)(3) CORP	ANIMAL CARE FOR LOW INCOME FAMILIES	2,060.
TLC ANIMAL SHELTER 13016 WEST 151ST STREET HOMER GLEN IL 60491	NONE	501(c)(3) CORP	GENERAL SUPPORT FOR ANIMAL WELFARE	15,000.
SOUTH SUBURBAN HUMANE SOCIETY 1103 WEST END AVE. CHICAGO HEIGHTS IL 60411	NONE	501(c)(3) CORP	GENERAL SUPPORT FOR ANIMAL WELFARE	25,000.
PAWS TINLEY PARK 8301 W 191ST STREET TINLEY PARK IL 60487	NONE	501(c)(3) CORP	PURCHASE ANIMAL CENTER VEHICLE	43,848.
ORPHANS OF THE STORM 2200 RIVERSWOODS ROAD RIVERWOODS IL 60015	NONE	501(c)(3) CORP	GENERAL SUPPORT FOR ANIMAL WELFARE	25,000.
HUMANE SOCIETY CALUMET AREA 421 45TH AVE MUNSTER IN 46321	NONE	501(c)(3) CORP	GENERAL SUPPORT AND SUPPORT FOR LOW INCOME OWNERS	26,160.
PAWS CHICAGO 1997 N CLYBOURN AVE. CHICAGO IL 60614	NONE	501(c)(3) CORP	GENERAL SUPPORT FOR ANIMAL WELFARE	100,000.
ALIVE RESCUE 2227 W BELMONT CHICAGO IL 60618	NONE	501(c)(3) CORP	GENERAL SUPPORT FOR ANIMAL WELFARE	25,000.
Total				262,068.
b Approved for future payment				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	150,420.	
5	Net rental income or (loss) from real estate.					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				150,420.	
13	Total. Add line 12, columns (b), (d), and (e)				13	150,420.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2011

Name of the organization

GEORGE REED MCNEILL ANIMAL WELFARE FUND

Employer identification number

27-1045290

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

GEORGE REED MCNEILL ANIMAL WELFARE FUND

27-1045290

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF GEORGE REED MCNEILL 7000 WEST 127TH ST PALOS HEIGHTS IL 60463	\$ 344,023.	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)

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

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
STATE FILING FEES	10.			10.
PAYROLL TAXES	4,088.	1,584.		2,044.
Total	<u>4,098.</u>	<u>1,584.</u>		<u>2,054.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THOMAS F COURTNEY P	GENERAL LEGAL COUNSEL	19,038.	7,377.		9,519.
Total		<u>19,038.</u>	<u>7,377.</u>		<u>9,519.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IPEMA & ASSOCIATES PC	ACCOUNTING & TAX RETUR	8,280.	3,208.		4,140.
Total		<u>8,280.</u>	<u>3,208.</u>		<u>4,140.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHERN TRUST CO	ASSET MANAGEMENT	39,242.	30,395.		
WOODBURY FINL SERV	ASSET MANAGEMENT	76.	76.		
Total		<u>39,318.</u>	<u>30,471.</u>		

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

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
SEE ATTACHED SCHEDULE	556,228.	641,814.		
Total	<u>556,228.</u>	<u>641,814.</u>		

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	1,786,723.	2,179,879.
Total	<u>1,786,723.</u>	<u>2,179,879.</u>

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

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	1,041,077.	1,087,805.
Total	<u>1,041,077.</u>	<u>1,087,805.</u>

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
ANNUITY CONTRACTS-SCHEDULE ATTACHED	3,200,000.	3,390,904.
REAL ESTATE-SCHEDULE ATTACHED	153,729.	165,300.
COMMODITIES-SCHEDULE ATTACHED	226,876.	229,793.
Total	<u>3,580,605.</u>	<u>3,785,997.</u>

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

Other Liab Stmt

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

GEORGE REED MCNEIL ANIMAL WELFARE FUND**T.I.N. 27-1045290****FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2012****PART II BALANCE SHEETS, LINE 10a, INVESTMENTS - STATE AND LOCAL OBLIGATIONS**

DESCRIPTION	PAR VALUE	BOOK VALUE	MARKET MARKET VALUE
CHEROKEE CNTY 4.25% 8/1/28	\$ 200,000	\$ 176,478.50	\$ 202,784.00
FLORIDA ST BRD 4.5% 6/1/27	40,000	37,766.45	40,062.40
FLORIDA ST DEPT EPA 4.25% 7/01/25	120,000	106,870.48	125,745.60
LEE CNTY ALA 5/1/33 4.4%	100,000	86,848.23	100,313.00
NORTH CAROLINA CAP'4 25% 7/1/42	70,000	56,126.58	72,356.90
VAL VERDE CALIF 4.5% 3/30/06	85,000	92,137.26	96,618.65
ACCRUED INTEREST			3,933.31
TOTAL		\$ 556,227.50	\$ 641,813.86

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2012

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

Description	SHARES	Book Value	FAIR MARKET VALUE
ABBOT LABORATORIES COM	300.000	\$ 15,153.00	\$ 19,662.00
AMERICAN EXPRESS COM	58.300	10,496.87	36,437.50
AMGEN INC COM	425.000	31,025.24	35,666.00
APPLE INC COM	100.000	38,740.00	66,524.00
AUTOMATIC DATA PROCESSING INC COM	180.000	10,241.82	10,454.40
BRISTOL MYERS SQUIB CO COM	625.000	19,599.50	20,631.25
CATERPILLAR INC COM	327.000	9,989.02	27,902.91
CHEVRON CORP COM	422.000	34,624.06	47,331.52
CITRIX SYS COM	215.000	12,338.47	16,703.35
COCOA COLOA CO COM	650.000	21,380.70	24,310.00
CONOCO PHILLIPS COM	200.000	9,394.66	11,358.00
CUMMINS INC	150.000	14,235.00	14,566.50
CVS CAREMARK CORP COM	550.000	24,882.00	25,052.50
DANAHER CORP COM	600.000	26,458.50	32,142.00
DOMMINIONS RES INC VA NEW COM	360.000	18,445.90	18,892.80
DOW CHEMICAL CO COM	875.000	10,260.47	25,646.25
DUKE ENERGY CORP NEW COM	217.000	9,256.39	14,057.26
EATON CORP COM	300.000	12,636.00	13,416.00
EMC CORP COM	950.000	21,003.16	24,975.50
EXPRESS SCRIPTS HLDGS CO COM	200.000	10,386.81	12,524.00
EXXON MOBIL CORP COM	276.000	21,229.23	24,094.80
EXXON MOBIL CORP COM	324.000	23,865.84	28,285.20
FRANKLIN INC. COM	225.000	23,065.10	26,415.00
GENERAL ELECTRIC CO. COM	2,250.000	27,196.88	46,597.50
GOOGLE INC CL A	45.000	24,282.25	30,829.05
HOME DEPOT INC. COM	525.000	23,774.25	29,793.75
INTEL CORP COM	835.000	17,846.98	20,733.05
INTERNATIONAL BUSINESS MACHINES CORP. COM	185.000	33,378.05	36,047.25
JOHNSON CONTROLS INC. COM	415.000	13,314.70	11,292.15
JP MORGAN CHASE & CO COM	975.000	25,156.67	36,211.50
KRAFT FOODS INC CL A	550.000	15,562.60	22,841.50
MC DONALDS CORP. COM	350.000	30,656.50	31,321.50
MERCK & CO INC. NEW COM	675.000	19,284.75	29,058.75
MONSANTO CO NEW COM	300.000	22,946.50	26,133.00
NATIONAL OILWELL VARGO COM	300.000	17,340.75	23,640.00
NIKE INC CL B	125.000	11,010.25	12,170.00
NOBLE ENERGY INC. COM	125.000	9,274.75	10,987.50
NORFOLK SOUTHERN CORP. COM	250.000	17,023.17	18,115.00
ORACLE CORP COM	950.000	27,952.28	30,067.50
PFIZER INC COM	1,225.000	18,160.62	29,228.50
PHILIP MORRIS INTL. COM	300.000	11,278.50	26,790.00
PRECISION CASTPARTS CORP. COM	60.000	9,400.80	9,664.80
PROCTOR & GAMBLE COM	350.000	22,350.30	23,516.50
QUALCOMM INC. COM	500.000	26,175.85	30,730.00
SCHULBERGER LTD. COM	200.000	12,669.00	14,476.00
SIMON PROPERTY GROUP INC. COM	175.000	20,275.50	27,772.50
SPECTRA ENRGY CORP COM	675.000	17,414.93	19,075.50
STARBUCKS CORP. COM	475.000	7,212.55	23,564.75
UNITED TECHNOLOGIES CORP. COM	175.000	12,863.55	13,973.75
UNITED HEALTH GROUP INC. COM	575.000	26,915.69	31,222.50
US BANCORP	550.000	18,206.98	18,375.50
V.F. CORP. COM	200.000	25,633.60	30,536.00
VERIZON COMMUNICATIONS COM	450.000	16,357.50	19,323.00
WALT DISNEY CO. COM	700.000	14,437.50	34,629.00
WELLS FARGO & CO NEW COM	1,500.000	28,425.00	51,045.00

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2012

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

Description	SHARES	Book Value	FAIR MARKET VALUE
WHOLE FOODS MARKET INC. COM	275.000	17,552.30	26,606.25
YUM BRANDS INC. COM	525.000	14,927.06	33,453.00
AMERICAN WATER WORKS CO INC. NEW COM	225.000	7,607.23	8,295.75
AUTODESK INC. COM	275.000	7,220.73	8,538.75
INTERCONTINENTAL EXCHANGE INC COM	150.000	19,426.50	20,505.00
MFB NORTHERN MID CAP INDEX FUND	8,086.830	93,701.00	104,724.44
NUOR CORP COM	225.000	10,236.47	8,471.25
MFB NORTHERN FUNDS SMALL CAP INDEX FUND	11,505.320	92,948.00	103,662.93
BHP BILLTON LTD SPONSORED ADR	175.000	13,511.75	11,515.00
MFB NORTHERN INTL EQUITY INDEX FD	24,335.430	234,703.00	233,376.77
MFB NORTHERN FUNDS EMERGING MKTS FUND	20,384.100	222,402.00	220,352.12
ACCRUED DIVIDENDS			3,566.81
		<u>\$ 1,786,722.98</u>	<u>\$ 2,179,879.11</u>

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2012

PART II BALANCE SHEETS, LINE 10c, INVESTMENTS - CORPORATE BONDS

DESCRIPTION	PAR VALUE	BOOK VALUE	MARKET MARKET VALUE
MFB NORTHERN FUNDS BOND INDEX FUND	\$ 32,274.25	\$ 349,886.89	\$ 358,889.66
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	87,887.06	611,887.00	647,653.93
MFC FLEXSHARES TR IBOXX 3 YR TARGET	1,579.00	39,716.73	40,090.81
MFC FLEXSHARES TR IBOXX 5 YR TARGET	1,575.00	39,586.82	41,170.50
		<u>\$ 1,041,077.44</u>	<u>\$ 1,087,804.90</u>

GEORGE REED MCNEIL ANIMAL WELFARE FUND
T.I.N. 27-1045290
FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2012
PART II BALANCE SHEETS, LINE 13, INVESTMENTS - OTHER

SINGLE PREMIUM ANNUITY CONTRACTS	(b) Book Value	(c) Fair Market Value
AMERICAN GENERAL LIFE INSURANCE COMPANY	\$ 200,000.00	\$ 208,737.64
AMERICAN NATIONAL LIFE INSURANCE COMPANY	850,000.00	885,781.20
AMERICAN NATIONAL LIFE INSURANCE COMPANY	200,000.00	211,751.22
NORTHERN LIFE INSURANCE COMPANY	250,000.00	272,279.20
NORTHERN LIFE INSURANCE COMPANY	250,000.00	268,752.19
JACKSON NATIONAL LIFE	700,000.00	737,438.11
OLD MUTUAL INSURANCE COMPANY	250,000.00	263,727.76
ALLIANZ LIFE INSURANCE COMPANY	500,000.00	542,437.06
TOTAL	\$ 3,200,000.00	\$ 3,390,904.38

REAL ESTATE	SHARES	(b) Book Value	Market Value
MFB NORTHERN FUNDS GLOBAL REAL ESTATE	19,021.91	\$ 153,729.00	\$ 165,300.39
TOTAL		\$ 153,729.00	\$ 165,300.39

COMMODITIES	UNITS	(b) Book Value	Market Value
MFC FLEXSHARES TR MORNINGSTAR GLOBAL INDEX FUND	1,105.00	\$ 37,812.87	\$ 37,426.35
MFC SPDR GOLD TR GOLD SHARES	925.00	146,820.59	151,903.50
MFO PIMCO FUNDS PAC INVT MANAGEMENT SERIES	5,763.92	42,242.57	40,462.71
TOTAL		\$ 226,876.03	\$ 229,792.56

GEORGE REED MCNEIL ANIMAL WELFARE FUND
T.I.N. 27-1045290
FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2012
PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis Plus Expense of Sale Cost	(h) Gain or (loss)
GBS NEW CL A	D	1/30/2009	9/19/2011	\$ 4,090.16		\$ 966.54	\$ 3,123.62
ALCATEL-LUCENT	D	1/30/2009	9/19/2011	745.66		469.64	276.02
AMER ELEC PWR CO INC COM	D	1/30/2009	9/19/2011	4,274.00		3,636.17	637.83
AMERON CORP COM	D	1/30/2009	9/19/2011	6,264.33		6,897.40	(633.07)
CITIGROUP INC COM NEW COM NEW	D	1/30/2009	9/19/2011	1,165.47		1,535.10	(369.63)
CYTRX CORP COM NEW COM NEW	D	1/30/2009	9/19/2011	333.69		272.65	61.04
DEVON ENERGY NEW COM	D	1/30/2009	9/19/2011	12,912.75		12,282.50	630.25
DYNEGY INC COM	D	1/30/2009	9/19/2011	1,184.53		2,342.60	(1,158.07)
FIRSTENERGY CORP COM	D	1/30/2009	9/19/2011	13,475.74		15,204.00	(1,728.26)
FRONTIER COMMUNICATION CORP COM	D	1/30/2009	9/19/2011	10,292.75		12,121.99	(1,829.24)
GENON ENERGY INC COM	D	1/30/2009	9/19/2011	590.95		995.88	(404.93)
INTERCONTINENTAL HOTEKS GROUP PLC NEW SPONSORED ADR	D	1/30/2009	9/19/2011	1,133.61		495.80	637.81
LSI CORP COM STK	D	1/30/2009	9/19/2011	1,846.76		913.07	933.69
MAGELLAN PETE CORP COM	D	1/30/2009	9/19/2011	313.09		123.73	189.36
MMORAN EXPL CO COM	D	1/30/2009	9/19/2011	2,596.33		1,419.18	1,177.15
NCR CORP COM	D	1/30/2009	9/19/2011	5,227.09		3,607.20	1,619.89
NEWS CORP CL A COM	D	1/30/2009	9/19/2011	912.85		393.46	519.39
REORG PHARMACEUTICALS NAME CHANGE GALENA BIOPHARMA	D	1/30/2009	9/19/2011	50.46		240.87	(190.41)
REORGAON CORP STOCK MERGER AON PLC COM	D	1/30/2009	9/19/2011	9,002.25		7,786.31	1,215.94
REORG/BLOCKBUSTER INC NAME CHANGE BB LIQUIDATING	D	1/30/2009	9/19/2011	81.26		1,506.43	(1,425.17)
REORG/SONOSITE INC CASH MERGER	D	1/30/2009	9/19/2011	3,060.94		1,926.00	1,134.94
THORATEC CORP	D	1/30/2009	9/19/2011	15,935.50		14,614.17	1,321.33
WASTE MGMT INC DEL COM STK	D	1/30/2009	9/19/2011	58,455.07		58,044.80	410.27
WYNDHAM WORLDWIDE CORP COM STK	D	1/30/2009	9/19/2011	2,258.85		420.60	1,838.25
CAREFUSION CORP-CARDINAL BASIS ALLOCATION	D	1/31/2009	9/19/2011	4,504.83		3,920.96	583.87
CA HLTH FACS FING AUTH REV 5 DUE 3-01-2033	D	1/30/2009	9/20/2011	239,325.00		198,276.40	41,048.60
CALIFORNIA ST 4 25% 12-01-2035	D	1/30/2009	9/20/2011	212,858.30		181,867.84	30,990.46
AVIS BUDGET GROUP ONC COM STK	D	1/30/2009	9/27/2011	9,596.00		622.74	8,973.26
DIRECT TV COM CL A COM CL A	D	1/30/2009	9/27/2011	10,977.90		5,426.77	5,551.13
HANESBRANDS INC COM	D	1/30/2009	9/27/2011	7,676.09		2,571.14	5,104.95
HOSPIRA INC COM	D	1/30/2009	10/3/2011	3,584.10		2,497.25	1,086.85
OCCIDENTAL PETROLEUM CORP	D	1/30/2009	10/3/2011	79,629.45		62,799.88	16,829.57
SARA LEE CORP COM	D	1/30/2009	10/3/2011	40,953.28		25,713.72	15,239.56
STANLEY BLACK & DECKER INC COM	D	1/30/2009	10/3/2011	12,471.81		5,952.50	6,519.31
VIACOM NEW CL A	D	1/30/2009	10/3/2011	6,750.62		2,357.70	4,392.92
CRACKER BARREL OLD CTRY STORE INC COM	D	1/30/2009	10/4/2011	15,128.30		6,844.84	8,283.46
PEP BOYS MOE & JACK COM	D	1/30/2009	10/4/2011	22,871.31		7,256.69	15,614.62
TX ST TPK CENT TEX EX TPK SYS REV 1ST TIER 8-15-42/8-15-12	D	1/30/2009	10/4/2011	95,780.00		76,661.45	19,118.55
CBS CORP NEW CL B	D	1/30/2009	10/5/2011	30,123.64		8,587.70	21,535.94
DIAGLO PLC SPONSORED ADR NEW	D	1/30/2009	10/5/2011	54,894.09		9,881.00	45,013.09
VIACOM INC NEW CL B	D	1/30/2009	10/5/2011	49,108.81		18,810.89	30,297.92
TENNESSEE ENERGY ACQUISITION CORP GAS REV 5% 02-01-2027	D	1/30/2009	10/6/2011	92,778.00		68,763.56	24,014.44
ALCOA INC COM STK	D	1/30/2009	10/12/2011	30.60		23.79	6.81
ALCOA INC COM STK	D	1/30/2009	10/12/2011	13,372.47		10,396.23	2,976.24
ALCOA INC COM STK	D	1/30/2009	10/12/2011	30.60		23.79	6.81
MFC FORT DEARBORN INCOME SECS INC COM	D	1/30/2009	10/12/2011	13,543.72		11,685.38	1,858.34
WALGREEN CO COM	D	1/30/2009	10/12/2011	40,475.34		32,805.00	7,670.34

GEORGE REED MCNEIL ANIMAL WELFARE FUND

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FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2012

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

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis Plus Expense of Sale Cost		(h) Gain or (loss)
TYSON FOODS INC CL A COM	D	1/30/2009	10/13/2011	53,343.72		26,029.32		27,314.40
REORGIMEDICO HEALTH CSH AND STK MERGER EXPRESS SCRIPTS	D	1/30/2009	10/14/2011	33,071.80		30,545.68		2,526.12
KRAFT FOODS INC CL A	D	1/30/2009	10/18/2011	13,480.34		10,837.22		2,643.12
WAL-MART STORES INC COM	D	1/30/2009	10/18/2011	16,756.68		14,136.75		2,619.93
YUM BRANDS INC COM	D	1/30/2009	10/18/2011	15,648.68		8,529.75		7,118.93
HOME DEPOT INC COM	D	1/30/2009	10/19/2011	19,247.32		11,709.78		7,537.54
MONSANTO CO NEW COM	D	1/30/2009	10/19/2011	47,469.54		49,793.89		(2,324.35)
MFO COLUMBIA FDS SER TR II MASS LARGE CORE QUANTITATIVE FD	D	1/30/2009	10/21/2011	9,377.83		6,027.29		3,350.54
MFO NEUBERGER BERMAN EQUITY FDS MID CAP GROWTH FD INV CL	D	1/30/2009	10/21/2011	6,482.85		3,675.60		2,807.25
MFO VALUE LINE PREMIER GROWTH FD INC	D	1/30/2009	10/21/2011	25,177.09		14,280.44		10,896.65
MFO VANGUARD U S GROWTH PORTFOLIO	D	1/30/2009	10/21/2011	34,371.57		22,223.46		12,148.11
MFO VANGUARD WORLD FD INTL GROWTH FD	D	1/30/2009	10/21/2011	13,475.29		8,639.62		4,835.67
TERADAT CORP DEL COM STK	D	1/30/2009	10/21/2011	16,182.40		3,807.36		12,375.04
MIAMI-DADE CNTY FLA AVIATION REV AMT-MIAMI INTL ARPT DUE 10-01-21	D	1/30/2009	10/24/2011	150,654.40		117,434.91		33,219.49
WALGREEN CO COM	D	1/30/2009	10/28/2011	40,682.73		32,914.35		7,768.38
COMCAST CORP NEW-CL A	D	1/30/2009	11/3/2011	11,773.21		7,596.02		4,177.19
FLORIDA STATE BRD ED CAP	D	1/30/2009	11/4/2011	40,400.00		40,036.54		363.46
HOME DEPOT INC COM	D	1/30/2009	11/21/2011	14,831.71		8,690.00		6,141.71
CARDINAL HEALTH INC-BASIS ADJUSTED CARFUSION SPIN-OFF	D	1/30/2009	11/22/2011	15,210.64		9,894.96		5,315.68
FLORDIA DEPT TRANS TPK 4 5% 07-01-2034	D	1/30/2009	12/5/2011	100,360.00		86,995.98		13,364.02
ILLINOIS FIN AUTH REV 5.3755 8-15-2039	D	1/30/2009	12/5/2011	155,029.45		127,486.19		27,543.26
TAMPA A-HILLSBOROUGH CNTY FLA EXPWY AUTH REV 4 25% 07-01-2027	D	1/30/2009	12/5/2011	64,422.15		57,235.44		7,186.71
NICOR COMMON STOCK MERGER	D	1/30/2009	12/15/2011	16,748.00		10,658.90		6,089.10
AGL RE INC COM	D	1/30/2009	1/9/2012	7,861.36		4,838.33		3,023.03
XCEL ENERGY INC COM	D	1/30/2009	1/9/2012	17,134.98		11,651.95		5,483.03
INTEGRYS GROUP INC COM	D	1/30/2009	1/9/2012	24,629.72		20,169.29		4,460.43
TECO ENERGY INC COM	D	1/30/2009	1/19/2012	17,063.41		11,341.55		5,721.86
TECO ENERGY INC COM	D	1/30/2009	1/19/2012	219.00		145.56		73.44
AMERICAN EXPRESS CO	D	1/30/2009	1/25/2012	31,418.20		10,496.88		20,921.32
SCANA CORP NEW COM	D	1/30/2009	1/25/2012	19,461.96		14,968.97		4,492.99
UNISOURCE ENERGY CORP COM	D	1/30/2009	1/25/2012	77,121.05		59,202.78		17,918.27
KRAFT FOOD IN CL A	D	1/30/2009	2/3/2012	11,678.77		8,488.69		3,190.08
PFIZER INC COM	D	1/30/2009	2/17/2012	21,179.61		14,825.00		6,354.61
GENERAL ELECTRIC	D	1/30/2009	3/13/2012	21,023.62		13,235.81		7,787.81
KRAFT FOOD IN CL A	D	1/30/2009	3/13/2012	5,755.39		4,244.34		1,511.05
MERK & CO NEW COM	D	1/30/2009	3/13/2012	4,738.66		3,571.25		1,167.41
PFIZER INC COM	D	1/30/2009	3/13/2012	10,916.05		7,412.50		3,503.55
TRAVELERS COS INC COM	D	1/30/2009	3/13/2012	6,450.61		4,335.18		2,115.43
WAL-MART INC COM	D	1/30/2009	3/13/2012	21,223.75		16,492.88		4,730.87
WELLS FARGO & CO NEW COM	D	1/30/2009	3/14/2012	19,362.82		11,199.45		8,163.37
FREE-PORT MCMORAN COPPER & GOLD INC	D	1/30/2009	3/15/2012	15,274.96		5,060.94		10,214.02
MERK & CO NEW COM	D	1/30/2009	3/15/2012	2,853.69		2,142.75		710.94
PFIZER INC COM	D	1/30/2009	3/15/2012	2,741.83		1,853.13		888.70
BOEING CO COM	D	1/30/2009	4/5/2012	14,707.73		8,248.00		6,459.73
DEERE & CO COM	D	1/30/2009	4/5/2012	8,273.81		3,456.75		4,817.06
WAL-MART INC COM	D	1/30/2009	4/5/2012	6,029.86		4,712.25		1,317.61
SPECTRA ENERGY CORP COM	D	1/30/2009	4/25/2012	9,282.15		4,504.45		4,777.70

GEORGE REED MCNEIL ANIMAL WELFARE FUND

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

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis Plus Expense of Sale Cost	(h) Gain or (loss)
WELLS FARGO & CO NEW COM	D	1/30/2009	4/25/2012	16,509 62		9,475 00	7,034 62
YUM BRANDS INC OCM	D	1/30/2009	4/25/2012	12,687 21		4,975 69	7,711 52
DUKE ENERGY CORP NEW COM	D	1/30/2009	7/3/2012	44 03		28 58	15 45
EXELON CORP COM	D	1/30/2009	8/8/2012	796 93		1,158 83	(361 90)
DOW CHEMICAL COM	D	1/30/2009	8/8/2012	3,406 58		1,336 79	2,069 79
EXELON CORP COM	D	1/30/2009	8/8/2012	12,750 91		18,541 32	(5,790 41)
HARLEY DAVIDSON COM	D	1/30/2009	8/8/2012	22,856 03		6,666 66	16,189 37
MERCK & CO NEW COM	D	1/30/2009	8/8/2012	5,503 87		3,571 25	1,932 62
MERCK & CO NEW COM	D	1/30/2009	8/8/2012	3,562 42		2,223 75	1,338 67
WAL-MARTSTORES INC OCM	D	1/30/2009	8/8/2012	18,589 58		11,780 62	6,808 96
WALT DISNEY CO	D	1/30/2009	8/8/2012	6,863 76		2,805 00	4,058 76
TOTAL DONATION				\$ 2,606,839 68		\$1,910,304 93	\$ 696,534 75

GEORGE REED MCNEIL ANIMAL WELFARE FUND
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FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2012

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

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis Plus Expense of Sale Cost	(h) Gain or (loss)
ROCK-TENN CO CLA A	P	4/1/2010	9/19/2011	\$ 109.89		\$ 39.80	\$ 70.09
LIGLAND PHARMACEUTICALS INC CLA B COM-REVERSE	P	10/5/2010	9/19/2011	194.47		173.01	21.46
VISTEON CORP COMMNEW (VC)	P	9/1/2011	9/19/2011	286.55		122.38	164.17
VISTEON CORP WT EXP	P	9/1/2011	9/19/2011	133.19			133.19
NEWMONT MINING CORP NEW COM	P	4/1/2010	9/27/2011	7,551.15		4,621.50	2,929.65
MFO PIMCO FLEXSHARES TR CAPITAL GAINS	P	VARIOUS	12/8/2011	457.67			457.67
MFO PIMCO FLEXSHARES TR CAPITAL GAINS	P	VARIOUS	12/8/2011	108.90			108.90
AGL RE INC COM	P	1/7/2011	12/27/2011	7.40		4.54	2.86
AGL RE INC COM	P	1/7/2011	1/9/2012	18,761.18		11,546.69	7,214.49
AGL RE INC COM	P	9/28/2011	1/9/2012	515.29		317.14	198.15
SALESFORCE COM INC	P	10/4/2011	1/19/2012	5,695.88		5,753.00	(57.12)
SALESFORCE COM INC	P	10/6/2011	1/19/2012	5,695.89		6,047.50	(351.61)
SALESFORCE COM INC	P	10/11/2011	1/19/2012	5,695.89		6,405.00	(709.11)
SALESFORCE COM INC	P	12/22/2011	1/19/2012	1,708.77		1,470.15	238.62
MCKESSON CORP	P	11/22/2011	1/25/2012	19,216.97		19,668.65	(451.68)
CENTER POINT ENERGY	P	10/28/2011	2/3/2012	4,601.01		3,316.06	1,284.95
AMAZON COM INC COM	P	10/5/2011	2/8/2012	6,472.43		7,510.65	(1,038.22)
AMAZON COM INC COM	P	10/25/2011	2/8/2012	5,547.79		6,969.30	(1,421.51)
AMAZON COM INC COM	P	10/28/2011	2/8/2012	1,849.26		2,098.30	(249.04)
AMAZON COM INC COM	P	11/21/2011	2/8/2012	6,472.43		6,510.00	(37.57)
EXXON MOBIL CORP COM	P	9/27/2011	3/13/2012	6,532.84		5,598.16	934.68
TRAVELERS COS INC COM	P	10/13/2011	3/13/2012	5,068.34		4,447.52	620.82
NORFOLK SOUTHERN CORP COM	P	10/11/2011	4/5/2012	1,673.71		1,702.32	(28.61)
WHOLE FOODS MKT INC COM	P	11/22/2011	4/5/2012	2,054.70		1,611.10	443.60
GOOGLE INC CL A	P	1/19/2012	4/5/2012	3,167.52		3,185.00	(17.48)
NATIONAL OIL WELL VARCO COM	P	9/27/2012	4/5/2012	8,034.81		5,780.25	2,254.56
MFB NORTHERN FUNDS BD INDEXED FD	P	12/27/2011	4/25/2012	12,569.61		12,466.11	103.50
MFB NORTHERN FUNDS BD INDEXED FD	P	1/19/2012	4/25/2012	2,353.45		2,347.00	6.45
MFB NORTHERN FUNDS BD INDEXED FD	P	1/25/2012	4/25/2012	36,820.76		36,686.00	134.76
MFB NORTHERN FUNDS BD INDEXED FD	P	2/17/2012	4/25/2012	48,255.18		48,211.00	44.18
AL TERA CORP COM	P	10/4/2011	5/18/2012	5,032.38		4,769.52	262.86
PHILLIPS 66 COM	P	10/4/2011	5/18/2012	1,573.96		1,448.91	125.05
PHILLIPS 66 COM	P	10/5/2011	5/18/2012	1,573.97		1,513.39	60.58
AL TERA CORP COM	P	10/7/2011	5/18/2012	5,032.39		5,060.88	(28.49)
CITRIX SYS INC COM	P	10/11/2011	5/18/2012	7,580.98		6,016.88	1,564.10
PRINCIPAL FINL GROUP INC COM	P	10/12/2011	6/11/2012	12,421.97		12,598.00	(176.03)
HARLEY DAVIDSON	P	9/1/2011	8/8/2012	83.72		24.42	59.30
SPECTRA ENERGY CORP COM	P	9/27/2011	8/8/2012	9,460.27		8,384.97	1,075.30
H J HEINZ	P	10/5/2011	8/9/2012	3,031.41		2,712.49	318.92
H J HEINZ	P	10/5/2011	8/10/2012	3,352.20		3,008.40	343.80
H J HEINZ	P	10/5/2011	8/13/2012	2,698.31		2,416.58	281.73
H J HEINZ	P	10/5/2011	8/14/2012	552.99		493.18	59.81
H J HEINZ	P	10/14/2011	8/18/2012	6,351.34		6,003.92	347.42
H J HEINZ	P	10/14/2011	8/19/2012	551.17		522.08	29.09
TOTAL PURCHASE				\$ 276,909.99		\$ 259,581.75	\$ 17,328.24