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. Fórm 990-PF

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

OMB No 1545-0052

2011

Treated as a Private Foundation 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 2012 , 2011, and ending Aug 31 For calendar year 2011, or tax year beginning Sep 1 Α Employer identification number Name of foundation GEORGE REED MCNEILL ANIMAL WELFARE FUND 27-1045290 Number and street (or P O box number if mail is not delivered to street address) В Room/suite Telephone number (see the instructions) 7000 WEST 127TH STREET (708) 448-4400 State ZIP code City or town C If exemption application is pending, check here PALOS HEIGHTS 60463 IL Initial return Initial Return of a former public charity G Check all that apply D 1 Foreign organizations, check here Final return Amended return 2 Foreign organizations meeting the 85% test, check Address change Name change here and attach computation н X Section 501(c)(3) exempt private foundation Check type of organization. Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation Ε If private foundation status was terminated under section 507(b)(1)(A), check here Fair market value of all assets at end of year Accounting method X Cash (from Part II, column (c), line 16) Other (specify) If the foundation is in a 60-month termination (Part I, column (d) must be on cash basis) 7,738,504. under section 507(b)(1)(B), check here Part I Analysis of Revenue and (a) Revenue and (b) Net investment (c) Adjusted net (d) Disbursements Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) expenses per books ıncome ıncome for charitable purposes (cash basis only) (see instructions)) 344,023 Contributions, gifts, grants, etc, received (att sch) If the foundn is not req to att Sch B Ck ► 3 Interest on savings and temporary cash investments 150,420 99,495 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 30 6a Net gain/(loss) from sale of assets not on line 10 REVENUE **b** Gross sales price for all ģ,\$, 5 % ŝ assets on line 6a Capital gain net income (from Part IV, line 713,863 10 Net short-term capital gain 9 Income modifications 10a Gross sales less returns and allowances , å ³, DGDFN LIT **b** Less Cost of goods sold 1500 c Gross profit/(loss) (att sch) 11 Other income (attach schedule) , ž, 494,443. Total. Add lines 1 through 11 813,358. 40,000. 15,500.13 Compensation of officers, directors, trustees, etc 20,000. 14 Other employee salaries and wages 15 Pension plans, employee benefits 7,377. 19,038. 16a Legal fees (attach schedule) L-16a Stmt 9,519. ADMINISTRATIVE 3,208. b Accounting fees (attach sch) L-16b Stmt 8,280. 4,140. 39,318. 30,471. c Other prof fees (attach sch) L-16c Stmt OPERATING 17 Interest 4,098 1,584. 2,054. 18 Taxes (attach schedule)(see instrs) See Line 18 Stmt 19 Depreciation (attach sch) and depletion 20 Occupancy 21 Travel, conferences, and meetings 1,159. 450 579. 22 EXPERSES Printing and publications 23 Other expenses (attach schedule) INSURANCE 4,766. 820 3,708. Total operating and administrative 24 expenses. Add lines 13 through 23 116,659. 59,410. 40,000. 25 262,068. Contributions, gifts, grants paid 262,068. 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 115,716. and disbursements 753,948 b Net investment income (if negative, enter 0-) C Adjusted net income (if negative, enter -0-)

TEEA0301

12/02/11

Form 990-PF (2011)

| Form | 990- | PF (2011) GEORGE REED MCNEILL ANIMAL WELFAF | RE FUND | 27-10 | 45290 Page 2 |
|-------------------|---------------|---|--|--|--|
| Da | 4 11 | Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End | of year |
| Par | τ 11 | Salance Sneets column should be for end-of-year amounts only (See instructions) | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | 1 | Cash - non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 124,627. | 43,009 | . 43,009. |
| | 3 | - · · · · · · · · · · · · · · · · · · · | | | |
| | | Less' allowance for doubtful accounts | la descent una seu seur de descent de la companie d | mater or an a super-motion between the analysis of | and the second s |
| | 4 | | , | | \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ |
| | 1 | Less: allowance for doubtful accounts | the state of the s | and the second of the second o | and hold animalian around resonant faith a start of |
| | 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) | ` ` ` ` ` ` | | · ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` \ |
| A | | Less: allowance for doubtful accounts | and contrations with a second contration of the second contration of th | in the sales of interest and any | and another surveyer distribute the second second |
| A S E T | 8 | Inventories for sale or use | | | |
| Ě | 9 | Prepaid expenses and deferred charges . | | | |
| S | 1 | a Investments – U.S and state government | | · · · · · · · · · · · · · · · · · · · | |
| • | 100 | obligations (attach schedule) L-10a Stmt | 1,601,907. | 556,228 | . 641,814. |
| | l i | b Investments — corporate stock (attach schedule) L-10b Stmt . | 1,251,585. | 1,786,723 | |
| | 1 | c Investments — corporate bonds (attach schedule) L-10c Stmt . | | 1,041,077 | |
| | | Investments – land, buildings, and equipment basis | | 3 | |
| | | Less: accumulated depreciation (attach schedule) | and the Market and the State of State o | a and any a location of the con- | a process to the second to the |
| | 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 ▶ | N | | 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 |
| | | Less: accumulated depreciation (attach schedule) | | | 200000 |
| | 15 | Other assets (describe) | | | |
| | 16 | | 6 170 110 | 7 007 640 | 7 720 504 |
| - | + | see the instructions. Also, see page 1, item I) | 6,178,119. | 7,007,642 | 7,738,504. |
| ī | 17 | Accounts payable and accrued expenses . | | | |
| A | 18 | Grants payable | | | |
| B | 19 | Deferred revenue | · · · · · · · · · · · · · · · · · · · | | |
| Ļ | 20 | Loans from officers, directors, trustees, & other disqualified persons . | | · | |
| Ţ | 21 | Mortgages and other notes payable (attach schedule) | | | |
| i | 22 | Other liabilities (describe | 56. | | |
| E S | 23 | Total liabilities (add lines 17 through 22) | 56. | | |
| | | Foundations that follow SFAS 117, check here | | | |
| | | and complete lines 24 through 26 and lines 30 and 31. | | | |
| ŊF | 24 | Unrestricted | <u>6,178,063.</u> | 7,007,642 | • * * * * * * * * * * * * * * * * * * * |
| N F E U T N | 25 | Temporarily restricted | | | |
| ח | 25 | Permanently restricted | | | |
| A B A L A | | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | | | |
| E L | 27 | Capital stock, trust principal, or current funds | | | 1 |
| SÑ | 28 | Paid-in or capital surplus, or land, building, and equipment fund . | | | |
| С | | Retained earnings, accumulated income, endowment, or other funds . | | | 一 ^; ·; · · · , |
| O E R S | 30 | Total net assets or fund balances (see instructions) . | 6,178,063. | 7,007,642 | |
| • | 31 | Total liabilities and net assets/fund balances | 0,170,005. | 1,007,042 | <u> </u> |
| | | (see instructions) | 6,178,119. | 7,007,642 | |
| Par | t III | Analysis of Changes in Net Assets or Fund Balance | es | | |
| 1 | Total end- | I net assets or fund balances at beginning of year - Part II, colum of-year figure reported on prior year's return) | nn (a), line 30 (must agr | ee with | 6,178,063. |
| 2 | | r amount from Part I, line 27a | • | 2 | 115,716. |
| 3 | | increases not included in line 2 (itemize) NET CAPITAL GA | AINS-PART TV T.T | | |
| 4 | | lines 1, 2, and 3 | | 4 | |
| 5 | | ases not included in line 2 (itemize) | | 5 | |
| | | I net assets or fund balances at end of year (line 4 minus line 5) - | - Part II. column (h) Iun | | 7 007 642 |

| | (a) List and describe 2-story brick warehous | the kind(s) of property sold (e.g , ree; or common stock, 200 shares ML | eal estate, | (b) How acq P — Purch D — Donat | ase | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|------------------|--|---|---|---------------------------------------|-------------|--|--|
| 1a | SEE ATTACHED STATEM | FNT | | | | Various | Various |
| | SEE ATTACHED STATEM | | | P | - | Various | Various |
| | | | | | | | |
| | ı | | | | | | |
| е | · | | | | | | |
| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basi plus expense of sale | | | (h) Gain or (e) plus (f) m | |
| a | 2,606,840. | | 1,910 | ,305. | | | 696,535. |
| t | 276,910. | | 259 | ,582. | | - | 17,328. |
| | | | | | | | |
| | <u> </u> | | | | | | |
| e | | | | | | | |
| | | ng gain in column (h) and owned by | | | 0 | (I) Gains (Colu ain minus column (k | |
| | (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column over column (j), if an | ý l | | an -0-) or Losses (fr | om column (h)) |
| a | | 0. | | 0. | | | 696,535. |
| b | | 0. | | 0. | | | 17,328. |
| | | | | | | | |
| c | | | | | | | |
| <u>е</u> 2 | | capital loss). — If gain, also | enter in Part I, line 7 er -0- in Part I, line 7 | | | | |
| _ | | - | - | - | _2 | | 713,863. |
| 3 | Net short-term capital gain or (I | oss) as defined in sections 1222(5) | and (6). | j | | | |
| | | 8, column (c) (see instructions). If (| loss), enter -0- | | | | |
| Par | in Part I, line 8 | Section 4940(e) for Reduce | | nt Incor | 3 | <u></u> | |
| If sec Was | ction 4940(d)(2) applies, leave the the foundation liable for the sectes, the foundation does not quality | ion 4942 tax on the distributable am fy under section 4940(e) Do not co | ount of any year in the base mplete this part | period? | | Yes | ☐ No |
| | | each column for each year, see the | | any entrie | 5. | | |
| | (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use asso | ets | (col | | |
| | 2010 | 135,773. | | | | (d) Distributior umn (b) divided | |
| | 2009 | 400,000. | | 3,453. | | Distribution | |
| | 2008 | | 1,926 | 3,453. 5,149. | | Distribution | by column (c)) |
| | 2007 | | 1,926 | | | Distribution | 0.021104 |
| | 0005 | | 1,926 | | | Distribution | 0.021104 |
| | 2006 | | 1,926 | | | Distribution | 0.021104 |
| 2 | Total of line 1, column (d) | | 1,926 | | 2 | Distribution | 0.021104 |
| 2 | Total of line 1, column (d) Average distribution ratio for the | e 5-year base period – divide the to has been in existence if less than 5 | al on line 2 by 5, or by the | | 2 | Distribution | by column (c)) 0.021104 0.207668 |
| | Total of line 1, column (d) Average distribution ratio for the number of years the foundation | e 5-year base period – divide the to | al on line 2 by 5, or by the syears | | | Distribution umn (b) divided | 0.221104 0.207668 0.228772 |
| 3 | Total of line 1, column (d) Average distribution ratio for the number of years the foundation | e 5-year base period – divide the to has been in existence if less than 5 | al on line 2 by 5, or by the syears | | 3 | Distribution umn (b) divided | 0.228772 0.114386 |
| 3 | Total of line 1, column (d) Average distribution ratio for the number of years the foundation Enter the net value of noncharm | e 5-year base period – divide the to has been in existence if less than 5 able-use assets for 2011 from Part | al on line 2 by 5, or by the syears | | 3 | Distribution umn (b) divided | 0.228772 0.114386 7,451,770. 852,378. |
| 3 4 5 | Total of line 1, column (d) Average distribution ratio for the number of years the foundation Enter the net value of noncharm Multiply line 4 by line 3 | e 5-year base period – divide the to has been in existence if less than 5 able-use assets for 2011 from Part | al on line 2 by 5, or by the syears | | 3 4 5 | Distribution umn (b) divided | 0.021104 0.207668 0.228772 0.114386 7,451,770. 852,378. 7,539. |
| 3 4 5 6 | Total of line 1, column (d) Average distribution ratio for the number of years the foundation Enter the net value of noncharith Multiply line 4 by line 3 Enter 1% of net investment income | e 5-year base period – divide the to has been in existence if less than 5 table-use assets for 2011 from Part ome (1% of Part I, line 27b) | al on line 2 by 5, or by the syears | | 3 4 5 | Distribution umn (b) divided | 0.228772 0.114386 7,451,770. 852,378. |

| Part VI Excise Tax Based on Investment Income (section 4940(a), 4940(b), 4940(b), 4940(c), 4940(c) | | 33011 (2017) 0201102 110112122 11111212 | 045290 | | Page 4 |
|--|------|--|-----------------------|-------------|-------------------|
| Date of ruling or determination letter (statch copy of letter if necessary — see instrs) Dipomestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27b c All other domestic foundation enter 2% of line 27b c All other domestic foundation enter 2% of line 27b c All other domestic foundation enter 2% of line 27b c Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0.) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0.) 5 Tax based on investment income. Subtract line 4 form line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 form line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 form line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 form line 3. If zero or less, enter -0. 6 Credits/Payments: a 7 Interpretation of the control of the 4 form line 3. If zero or less, enter -0. 6 Credits/Payments: a 7 Interpretation of the control of the 4 form line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 form line 3. If zero or less, enter -0. 6 Credits/Payments: a 7 Interpretation of the control of the 4 form line 3. If zero or less, enter -0. 6 Tax based on line 3 form 3 | Pari | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in | structions) | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here | 1 a | Exempt operating foundations described in section 4940(d)(2), check here . And enter 'N/A' on line 1. | | ا سائست | |
| check here | | Date of ruling or determination letter (attach copy of letter if necessary – see instrs) | i | | |
| c All other domestic foundations sellor 2% of line 27b. Exempl foreign erganizations enter 4% of Part I, line 12, column (b) 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable (oundations only Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0-) 5 Tax based on investment in a subtract line 4 from line 3. if zero or less, enter -0-) 5 Tax based on investment in a subtract line 4 from line 3. if zero or less, enter -0-) 5 Tax based on investment in a subtract line 4 from line 3. if zero or less, enter -0-) 6 Tax based on investment in a subtract line 4 from line 3. if zero or less, enter -0-) 7 Tax based on investment in a subtract line 4 from line 3. if zero or less, enter -0-) 8 Enter the rediction of the subtract line 4 from line 3. if zero or line 4 from line 3. if zer | b | Domestic foundations that meet the section 4940(e) requirements in Part V, | 1 | <u>15,</u> | <u>079.</u> |
| Tax under section S11 (domestic section 4947(a)(1) trusts and taxable 2 | | check here ▶ and enter 1% of Part I, line 27b | - | : | |
| foundations only Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income, Subtract line 4 from line 3. If zero or less, enter -0-) 6 Credits/Payments: a 2011 estimated tax prits and 2010 everpayment credited to 2011 b Exempt foreign organizations — tax withheld at source c Tax paid with application for extension of time to file (Form 8868) 6 6 15, 731 6 Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 66 8 Enter any penalty for undergayment of estimated tax. Check here 9 Tax due, if the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount of line 10 bits. Check the lotal of lines 5 and 8, enter the amount of line 10 bits. Check the lotal of lines 5 and 8, enter the amount of line 10 bits. Check the lotal of lines 5 and 8, enter the amount of line 10 bits. Check the lotal of lines 5 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 failer the amount of line 10 bits. Checkled to 2012 estimated tax. 12 During the tax year, did the foundation after the amount overpaid 13 participate or intervene in any political campaign? 14 Substitute 1 and 1 a | С | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | 147 | 4.4 |
| foundations only Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income, Subtract line 4 from line 3. If zero or less, enter -0-) 6 Credits/Payments: a 2011 estimated tax prits and 2010 everpayment credited to 2011 b Exempt foreign organizations — tax withheld at source c Tax paid with application for extension of time to file (Form 8868) 6 6 15, 731 6 Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 66 8 Enter any penalty for undergayment of estimated tax. Check here 9 Tax due, if the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount of line 10 bits. Check the lotal of lines 5 and 8, enter the amount of line 10 bits. Check the lotal of lines 5 and 8, enter the amount of line 10 bits. Check the lotal of lines 5 and 8, enter the amount of line 10 bits. Check the lotal of lines 5 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount of line 10 bits. Check lines 1 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 failer the amount of line 10 bits. Checkled to 2012 estimated tax. 12 During the tax year, did the foundation after the amount overpaid 13 participate or intervene in any political campaign? 14 Substitute 1 and 1 a | • | Tax under section 511 (demostic section 4947/a)(1) trusts and taxable | | | المنابعة سند |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subfract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subfract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subfract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subfract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subfract line 4 from line 3. If zero or less, enter -0- 6 Line 1 from 200 line 200 line 3 from 200 line 200 line 3 from 200 line 200 line 3 from 200 l | 2 | | 2 | | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 15, 0.79. 6 Credits/Payments: a 2011 estimated tax prist and 2010 overpayment credited to 2011 b Exempt foreign organizations — tax withhelid at source C Tax paid with application for extension of time to file (Form 8668) d Backup withholding erroneously withheld T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached B Enter the remains of line 10 to be Credited to 2012 estimated tax. Check here for form 2220 is attached B Enter the remains of line 10 to be Credited to 2012 estimated tax. Check here for payment for form 11 10 to 10 to 10 to 11 t | 3 | Add lines 1 and 2 | 3 | 15, | 079. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 15, 0.79. 6 Credits/Payments: a 2011 estimated tax prist and 2010 overpayment credited to 2011 b Exempt foreign organizations — tax withhelid at source C Tax paid with application for extension of time to file (Form 8668) d Backup withholding erroneously withheld T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached T Total credits and payments. Add lines 6a through 6d B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached B Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached B Enter the remains of line 10 to be Credited to 2012 estimated tax. Check here for form 2220 is attached B Enter the remains of line 10 to be Credited to 2012 estimated tax. Check here for payment for form 11 10 to 10 to 10 to 11 t | 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | | 0. |
| 6 CreditsPayments: a 2011 estimated tax pmts and 2010 overpayment credited to 2011 b Exempt foreign organizations — tax withhelid at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withhelid 7 Total credits and payments. Add lines 6 at through 6d 8 Enter any penalty for underpayment of estimated tax. Check here of Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Easter the amount of line 10 to the Credited to 2012 estimated tax. Part VII-A Statements Regarding Activities 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 compangin? b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? if the answer is Yes' to Ta or Tb, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. c Did the foundation if E Form 1120-PQL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (i) On the foundation have unrelated business gross income of \$1,000 or more during the year? d Enter the amount (if any) of tay or political expenditures (section 4955) imposed during the year? 4 B Has the foundation made any changes, not previously been reported to the IRS? if Yes, 'attach a detailed description of the activities of incorporation, or bylase, or other similar instruments? If Yes, 'attach a conformed copy of the changes 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylase, or other similar instruments? If Yes, 'attach a confor | 5 | | 5 | 15, | 079. |
| a 2011 estimated tax pints and 2010 everpayment credited to 2011 b Exempt foreign organizations — tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached 8 Tax due. If the total of lines 5 and 8 is more than the botal of lines 5 and 8, exter the amount owed 10 Overpayment. If line it is more than the botal of lines 5 and 8, exter the amount owed 11 Enter the amount of line 10 to be. Credited to 2012 estimated tax. Part VII-A Statements Regarding Activities 11 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interviene in any political campaign? 12 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interviene in any political campaign? 13 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interviene in any political campaign? 14 A During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interviene in any political campaign? 15 But it the answer is Yes's to far or 15 attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. 16 During the tax year, did the foundation of connection with the activities and copies of any materials published or distributed by the foundation in connection with the activities of the activities and copies of any materials published or distributed by the foundation in connection with the activities of the activities of the activities and copies of any materials published or distributed by the foundation in connection with the activities of the activities of the activiti | | | , | - Z | ্• |
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| If 'Yes,' attach the statement required by General Instruction T. 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? Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV Ra Enter the states to which the foundation reports or with which it is registered (see instructions) IL - Illinois If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | b | | - | | + |
| 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? Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV Ba Enter the states to which the foundation reports or with which it is registered (see instructions) IL - Illinois bif the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | 5 | | | | |
| 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? 7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV 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? If 'No,' attach explanation 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | | | ; ' | |
| 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? 7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV 7 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? If 'No,' attach explanation 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses 10 X | 6 | | | - 2.5 | 1 1 |
| with the state law remain in the governing instrument? 7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV 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? If 'No,' attach explanation 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | By language in the governing instrument, or | | .*** | |
| with the state law remain in the governing instrument? 7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV 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? If 'No,' attach explanation 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | • By state legislation that effectively amends the governing instrument so that no mandatory directions that confidence in the confidence | ilict - | * | |
| 8a 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 6? If 'No,' attach explanation 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | with the state law remain in the governing instrument? | · - | | |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | | <u> </u> | 7 X | - |
| 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? If 'No,' attach explanation</i> 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | 8 a | Enter the states to which the foundation reports or with which it is registered (see instructions) | | | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | IL - Illinois | | , | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | b | If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation . | | 8b X | |
| 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4 | 942(j)(5) Part XIV | | X |
| 5 000 PE (0011) | 10 | Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their nai | | 10 Y | |
| | BAA | dili duulesses | For | | |

| Par | t VII-A | Statements Regarding Activities (continued) | —— | 1 | | |
|-----|---------------------------|---|--------|--|--|-------------|
| 11 | At any tir | ne during the year, did the foundation, directly or indirectly, own a controlled entity meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | | 11 | | X |
| 12 | advisory | oundation make a distribution to a donor advised fund over which the foundation or a disqualified person by privileges? If 'Yes,' attach statement (see instructions). | •] | 12 | | _X |
| 13 | Did the fo | oundation comply with the public inspection requirements for its annual returns and exemption application | 1? [| 13 | Х | |
| | Website a | | | | | |
| 14 | The book | - 410 m cm c | (708) | 448 | - <u>4 4 U</u> | |
| | Located a | | 2 | | | FT - |
| 15 | | 947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here | 5 | • | | Ш |
| | | the difficulty of the exempt interest received a decided and give year. | | | Yes | No |
| 16 | bank, sed | ne during calendar year 2011, did the foundation have an interest in or a signature or other authority over curities, or other financial account in a foreign country? | ra | 16 | | X |
| | See the i | nstructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the puntry ► | | ., , | | *1, |
| Pai | t VII-B | Statements Regarding Activities for Which Form 4720 May Be Required | | | | |
| | | n 4720 if any item is checked in the 'Yes' column, unless an exception applies. | | ·,,' | Yes | No |
| 1 a | | e year did the foundation (either directly or indirectly). | | 11/2 | ditte | . î |
| | (1) Enga | ge in the sale or exchange, or leasing of property with a disqualified person? Yes | X No | • | ₹ ! .:: | 2, 13 |
| | dısqı | ow money from, lend money to, or otherwise extend credit to (or accept it from) a lalified person? | X No | \.\.\.\.\.\.\.\.\.\.\.\.\.\.\.\.\.\.\. | | |
| | | sh goods, services, or facilities to (or accept them from) a disqualified person? | X No | 1,3,4 | | , , |
| | (4) Pay | compensation to, or pay or reimburse the expenses of, a disqualified person? | X No | , | 730 - 3 | 50 |
| | (5) Transfor the | sfer any income or assets to a disqualified person (or make any of either available le benefit or use of a disqualified person)? | X No | , | | |
| | (C) Acre | e to pay money or property to a government official? (Exception. Check 'No' if the | | 1.5 | ž., | 3. 1 |
| | found | dation agreed to make a grant to or to employ the official for a period after termination vernment service, if terminating within 90 days.) | X No | | | 3 |
| ı | o If any an Regulation | swer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in one section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | 1 b | | ·· |
| | | tions relying on a current notice regarding disaster assistance check here | | 3, | ÷ • | ,~ , |
| (| c Did the fo | oundation engage in a prior year in any of the acts described in 1a, other than excepted acts, not corrected before the first day of the tax year beginning in 2011? | | 1c | | X |
| 2 | Taxes or private o | i failure to distribute income (section 4942) (does not apply for years the foundation was a perating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | *** | ` . | |
| | a At the en | id of tax year 2011, did the foundation have any undistributed income (lines 6d | | | . :" | |
| | and 6e, f | Part XIII) for tax year(s) beginning before 2011? | X No | ' | 7, | |
| | If 'Yes,' I | ıst the years ► 20 , 20 , 20 | | ļ,. , | | |
| | b Are there | e any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) | | , *, * | , | , . |
| | (relating all years | to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to listed, answer 'No' and attach statement — see instructions) | | 2 b | | |
| | | ovisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here | | | | |
| | ► 20 | , 20 , 20 , 20 | | , 3 | | |
| 3 | a Did the f enterpris | oundation hold more than a 2% direct or indirect interest in any business e at any time during the year? | X No | , | ` . | - ' |
| | b If 'Yes,' | did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation | | | - | |
| | or disqua | alified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved ommissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or | | | | , |
| | (3) the la | inse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4/20, to | | 3 b | Į. | 1 |
| | | e if the foundation had excess business holdings in 2011.) | | 36 | | + |
| 4 | a Did the f charitabl | oundation invest during the year any amount in a manner that would jeopardize its e purposes? | • | . 4a | - | x |
| | h Did the f | oundation make any investment in a prior year (but after December 31, 1969) that could | | 1 | | |
| | jeopardi | ze its charitable purpose that had not been removed from jeopardy before the first day of | | | | X |
| | the tax y | ear beginning in 2011? . | | 41 | '1 | <u> </u> |

| Form 990-PF (201-1) GEORGE REED MCNEII | | | 27-104 | 5290 Page 6 |
|--|---|--|--|---|
| Part VII-B Statements Regarding Activiti | <u>es for Which Form</u> | 4720 May Be Requ | iired (continued) | |
| 5a During the year did the foundation pay or incur | - | (section 4945(e))? | ☐ Yes X N | No. |
| (1) Carry on propaganda, or otherwise attempt(2) Influence the outcome of any specific public | _ | | res _K_I | |
| on, directly or indirectly, any voter registrat | ion drive?` | • | | lo Carlo |
| (3) Provide a grant to an individual for travel, s | - | | . Yes X N | do la |
| (4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section | 4940(d)(2)? (see instruc | ctions) . | Yes X | lo Santa |
| (5) Provide for any purpose other than religiou educational purposes, or for the prevention | s, charitable, scientific, of cruelty to children or | literary, or ranimals? | . Yes X | vo line |
| b If any answer is 'Yes' to 5a(1)-(5), did any of the described in Regulations section 53 4945 or in (see instructions)? | ne transactions fail to qua a current notice regardi | ualify under the exception ng disaster assistance | ns | المرابعة ال المرابعة المرابعة الم |
| Organizations relying on a current notice regard | ding disaster assistance | check here | ▶□ | |
| c If the answer is 'Yes' to question 5a(4), does the tax because it maintained expenditure respons | ne foundation claim exertibility for the grant? | mption from the | Yes I | No |
| If 'Yes,' attach the statement required by Regul | ations section 53 4945- | 5(d). | | |
| 6a Did the foundation, during the year, receive an on a personal benefit contract? | | • | Yes X | |
| b Did the foundation, during the year, pay premit | ims, directly or indirectly | y, on a personal benefit | contract/ | . 6b X |
| 7a At any time during the tax year, was the foundation | ation a party to a prohib | ited tax shelter transact | on? Yes XI | المرابع المالية |
| b If 'Yes,' did the foundation receive any proceed | s or have any net incon | ne attributable to the tra | nsaction? | 7b |
| Part VIII Information About Officers, D and Contractors | irectors, Trustees, | Foundation Manag | gers, Highly Paid E | mployees, |
| 1 List all officers, directors, trustees, foundation | n managers and their co | ompensation (see instru | ıctions). | |
| (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 | PRESIDENT | | | |
| TINLEY PARK IL 60477 | 15.00 | 40,000. | 0. | 0. |
| THOMAS F COURTNEY SR 7000 W 127TH ST | SEC/TREAS | | | |
| PALOS HEIGHTS IL 60463 | 2.00 | 0. | 0. | 0. |
| SISTER ANNA DOYLE | VICE PRESIDENT | | | |
| 12251 S 80TH AVE PALOS HEIGHTS IL 60463 | 1.00 | | _0. | 0. |
| | | | | |
| 2 Compensation of five highest-paid employee | c (other than those incl | uded on line 1— see ins | tructions) If none ente | r 'NONE ' |
| | (b) Title, and average | 4 | (d) Contributions to | (e) Expense account, |
| (a) Name and address of each employee paid more than \$50,000 | hours per week devoted to position | (c) Compensation | employee benefit plans and deferred compensation | other allowances |
| NONE | | | | |
| 0 | | | | <u> </u> |
| | | | | |
| 0 | | | | |
| 0 | | 1 | | |
| | | | | |
| 0 | | | | |
| | | | | |
| Total number of other employees paid over \$50,000 | | | • | None |
| BAA | | 12/05/11 | | Form 990-PF (2011) |

| Form 990-PF (2011) GEORGE REED MCNEILL ANIMAL WELFARE FUND Part VIII Information About Officers, Directors, Trustees, Foundation and Contractors (continued) | 27-1045 on Managers, Highly Paid En | |
|--|--|--------------------|
| 3 Five highest-paid independent contractors for professional services (see instruc | tions). 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 infor organizations and other beneficiaries served, conferences convened, research papers produced, etc. | mation such as the number of | Expenses |
| 1 | | |
| | | |
| 2 | | |
| | | |
| | | |
| 3 | | |
| | - | |
| 4 | | |
| | | |
| | | |
| Part IX-B Summary of Program-Related Investments (see instruction | ns) | |
| Describe the two largest program-related investments made by the foundation during th | e tax year on lines 1 and 2 | Amount |
| 1 | | |
| | | |
| 2 | | |
| | | |
| | | |
| All other program-related investments. See instructions. | | |
| 3 | | |
| | | |
| Total. Add lines 1 through 3 | > | |
| BAA | | Form 990-PF (2011) |

TEEA0307 09/01/11

| 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 operations | ating fo | undations |
| 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) | | |
| 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) | | |

Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

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. 1 b b Program-related investments - total from Part IX-B 2 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) 3а b Cash distribution test (attach the required schedule) . . 3 b Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 302,068. 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

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(for greater amount, see instructions) .

Form **990-PF** (2011)

4

5

113,479.

7,451,770.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|---|---------------------------------------|---|--------------------|---------------------------------------|
| 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 | , | 1 | | , , , , , , |
| a From 2006 0. | , | | | |
| b From 2007 0. | | • | • | |
| c From 2008 0. | | • • | | |
| d From 2009 122,097. | , | , | , | • • |
| e From 2010 0. | 122,097. | , " , " , " , " , " , " , " , " , " , " | * , | • |
| f Total of lines 3a through e 4 Qualifying distributions for 2011 from Part | 122,097. | | | * |
| XII, line 4. ► \$ 302,068. | | | | * |
| a Applied to 2010, but not more than line 2a | | , | ال سمد بد دد ا | ri 1 |
| • | | | - | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | | : | |
| 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 | 55,442. | • | ,3 | 55,442. |
| (If an amount appears ın column (d), the same amount must be shown ın column (a)) | ~ | | , ,, | |
| | , , , | , , | | |
| 6 Enter the net total of each column as | , , | * * | , , , , , | ` |
| indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 66,655. | , , | 1 | |
| | 00,033. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | · · · · · · · · · · · · · · · · · · · |
| c Enter the amount of prior years' undistribut- | + | | 28 | |
| ed 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 . | | <u> </u> | 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 | | | | ٠, |
| 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. | | <u></u> | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2007 0 . | _ | | | |
| b Excess from 2008 . 0 . | _ | | | |
| c Excess from 2009 66, 655. | <u>. </u> | | | |
| d Excess from 2010 . 0. | -i | | | |
| e Excess from 2011 0. | . | <u> </u> | <u> </u> | Farm 000 PF (2011) |

| Form | 990-PF (2011) GEORGE REED MCNE | | | | 27-1045290 | Page 10 |
|------|---|--|--|--|--|----------------------------|
| | t XIV Private Operating Foundat | | | | | N/A |
| 1 a | olf the foundation has received a ruling or de is effective for 2011, enter the date of the ru | termination letter the ling . | nat it is a private ope | erating foundation, a | ind the ruling | |
| b | Check box to indicate whether the foundation | n is a private opera | ting foundation desc | | 4942(j)(3) or | 4942(j)(5) |
| 2 a | Enter the lesser of the adjusted net | Tax year | | Prior 3 years | | |
| | investment return from Part X for each year listed | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (e) Total |
| 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 . | | | | | |
| е | 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 | | | | | |
| а | '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 | | | | | |
| С | '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 | | | | | |
| Par | t XV Supplementary Information (assets at any time during the | (Complete this e year – see in: | part only if the o structions.) | organization ha | d \$5,000 or more | e in |
| | Information Regarding Foundation Manage List any managers of the foundation who ha close of any tax year (but only if they have | ive contributed mor | e than 2% of the tota an \$5,000). (See se | al contributions rece ction 507(d)(2).) | eived by the foundation | on before the |
| b | List any managers of the foundation who ov a partnership or other entity) of which the fo | vn 10% or more of bundation has a 109 | the stock of a corpor % or greater interest | ration (or an equally | large portion of the | ownership of |
| | Information Regarding Contribution, Grant | . Gift. Loan. Schola | rship, etc. Program | | | |
| _ | Check here ► X if the foundation only m requests for funds. If the foundation makes | akes contributions t | o preselected charit | able organizations a | and does not accept a zations under other c | unsolicited conditions, |
| | complete items 2a, b, c, and d. The name, address, and telephone number | of the person to the | om applications sta | ould be eddressed | | |
| а | The name, address, and telephone number | of the person to wi | om applications sno | ould be addressed | | |
| | | | | | | |
| b | The form in which applications should be su | abmitted and inform | ation and materials | they should include | | |
| С | Any submission deadlines | | | | | |
| d | Any restrictions or limitations on awards, so | uch as by geograph | cal areas, charitable | e fields, kinds of ins | titutions, or other fac | etors. |
| | | | | | | |

Page 11

Part XV | Supplementary Information (continued)

| 3 Grants and Contributions Paid | Duri | ng the Yea | | | | |
|--------------------------------------|--------|------------|---|--------------------------------|----------------------------------|----------|
| Recipient | | | If recipient is an individual, show any relationship to any foundation manager or | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or t | busine | ss) | substantial contributor | recipient | | |
| a Paid during the year | | | NONE | | ANIMAL CARE FOR | |
| ANIMAL WELFARE LEAGUE | v | | NONE | f | ANIMAL CARE FOR | |
| 10305 SOUTHWEST HIGHWA | | 60415 | | CORP | LOW INCOME | 2,060. |
| CHICAGO RIDGE TLC ANIMAL SHELTER | ΙĻ | 60415 | NONE | 501 (0) (3) | FAMILIES GENERAL SUPPORT | 2,000. |
| 13016 WEST 151ST STREE | ·т | | INONE | CORP | FOR ANIMAL | |
| HOMER GLEN | IL | 60491 | | CORE | WELFARE | 15,000. |
| SOUTH SUBURBAN HUMANE | | | NONE | 501 (C) (3) | GENERAL SUPPORT | 15,000. |
| 1103 WEST END AVE. | DOC. | | HONE | CORP | FOR ANIMAL | |
| CHICAGO HEIGHTS | IL | 60411 | | | WELFARE | 25,000. |
| PAWS TINLEY PARK | | 00111 | NONE | 501 (C) (3) | PURCHASE ANIMAL | 20,000, |
| 8301 W 191ST STREET | | | INONE | CORP | CENTER VEHICLE | |
| TINLEY PARK | ΙL | 60487 | | CORL | | 43,848. |
| ORPHANS OF THE STORM | LLI | 00407 | NONE | 501 (C) (3) | GENERAL SUPPORT | 15,010. |
| 2200 RIVERSWOODS ROAD | | | , TONE | CORP | FOR ANIMAL | |
| RIVERWOODS | ΙL | 60015 | | | WELFARE | 25,000. |
| HUMANE SOCIETY CALUMET | | | NONE | 501 (C) (3) | GENERAL SUPPORT | 20,000. |
| 421 45TH AVE | | | 1.01.2 | CORP | AND SUPPORT FOR | |
| MUNSTER | IN | 46321 | | | LOW INCOME OWNERS | 26,160. |
| PAWS CHICAGO | | 10021 | NONE | 501 (C) (3) | GENERAL SUPPORT | |
| 1997 N CLYBOURN AVE. | | | 110112 | CORP | FOR ANIMAL | |
| CHICAGO | ΙL | 60614 | | | WELFARE | 100,000. |
| ALIVE RESCUE | | 00021 | NONE | 501 (C) (3) | GENERAL SUPPORT | |
| 2227 W BELMONT | | | | CORP | FOR ANIMAL | |
| CHICAGO | ΙL | 60618 | | | WELFARE | 25,000. |
| | | | | | | |
| Total | | | | | ► 3a | 262,068. |
| b Approved for future payment | | | | Ţ | | |
| a ripproved for fatare payment | | | | | | |
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| | | | | | | |
| | | | | | ► 3b | |

Page 12

| nter gross amounts unless otherwise indicated | Unrelated | business income | Excluded by | section 512, 513, or 514 | (e) |
|---|--|----------------------|--|--------------------------|--|
| Program service revenue. | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | Related or exempt function income (See instructions) |
| | | | + | | |
| a | | | | | |
| b | 1 - 1 | | | | |
| c d | | | | | · · · · · · · · · · · · · · · · · · · |
| d | | | | | |
| e | | | | | |
| g Fees and contracts from government agencies | 1 | | | | |
| 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. | | | 1 2 | 130, 120. | 5.7. 3 |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | <u></u> | + | | |
| 7 Other investment income | | | - - | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 Net income or (loss) from special events | | | | | |
| ` ' ' | | <u> </u> | | | |
| Other revenue: Other revenue: | ` | | | | S. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. |
| _ | | | | | |
| a | | | | | |
| b | | | | | |
| С | | | | | |
| d | | | | | |
| e | | | | 150 400 | |
| 2 Subtotal. Add columns (b), (d), and (e) | | | | 150,420. | 150,420 |
| 3 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 150,420. |
| ee worksheet in line 13 instructions to verify calculation | ons) | | | | |
| art XVI-B Relationship of Activities to the | e Accomplis | hment of Exem | pt Purpose | es . | |
| | | | · | | |
| Line No. Explain below how each activity for which is accomplishment of the foundation's exempt | ncome is report | ed in column (e) of | Part XVI-A co | intributed importantly | to the |
| ▼ accomplishment of the foundation's exempt | purposes (otrie | | Turius for suc | Transposes). (See iii | Structions / |
| \ | | | | | |
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| Part XVI-B. Relationship of Activities to the Accomplishment of Exempt Purpose |
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| | accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions) |
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Form 990-PF (2011) GEORGE REED MCNEILL ANIMAL WELFARE FUND 27-1045290 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

| | | | | | | | | | | | | | | | Yes | No |
|-------------|------------------------|---|---|---------------------------------|-----------------------------------|----------------------------|-----------------------------|----------------------------|---------------------|---|-----------|-----------|--------------|----------------|---------------|-------------|
| 1 Di | d the o | rganization dire | ctly or in | ndirectly er | ngage in ai | ny of th | e followi | ng with a | ny oth | er organizatioj | 7 | | | 1 | | |
| de | scribed latino t | d in section 501 o o political organ | (c) of the | e Code (oti ? | her than se | ection 5 | 01(c)(3) | organiza | ations) | or in section 5 | 27, | | | | | ! ! |
| | _ | s from the report | | | a nonchari | tahla ay | vemnt or | nanizatio | on of | | | | |] . | | ì |
| | Cash | | ting rout | idation to t | a montenam | table ex | kempt on | garnzanc | ,,, | | | | | 1a (1) | | Х |
| • • | • | | | • | | • | | | | | • | | | | | X |
| | | r assets | | | • • | | | | | • | | | | 1 a (2) | | |
| | | nsactions' | | | | | | | | | | | | | | |
| ٠. | , | s of assets to a | | | | | | | | • • | | | • | 1b(1) | | <u>X</u> |
| (2) |) Purc | hases of assets | from a r | noncharital | ble exemp | t organı | ızatıon | • | | | | | | 1b (2) | | Χ_ |
| (3) |) Rent | al of facilities, e | quipmer | nt, or other | assets | | | | | | | | | 1b (3) | | X |
| (4) |) Reim | bursement arra | ngemen | ts . | | | | • | | | | | | 1b (4) | L | X |
| (5) |) Loan | s or loan guarar | ntees . | | | | | | | | | | | 1 b (5) | | X |
| (6) | Perfo | ormance of servi | ices or n | nembershi | p or fundra | aising s | olicitatio | ns | | | | , | | 1b (6) | | X |
| c Sh | Sarınd d | of facilities, equi | oment. | mailing list | ts. other as | ssets. o | r paid er | mplovees | S | | | | | 1 c | | X |
| | | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | , | , - | | | | | | | | | | |
| the | e good: | swer to any of the s, other assets, saction or sharin | or service | ces aiven t | ov the repo | ortina fo | oundation | n, If the f | oundat | ion received le | ess tha | an fair | market v | value in | of | |
| (a) Line | * | (b) Amount involve | | · | of noncharitat | | | | | Description of tr | | | | | nament | |
| (a) Line | 110 | (b) Amount involve | su | (C) Name (| n noncharitat | ne exemp | ot viganiza | 1011 | (u, | Description of the | allaleta, | Hallsac | uons, anu | Sharing arrai | igenient | 3 |
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| | <u>l.</u> | | <u> </u> | | | | | | | | | | | | | |
| de | scribed | indation directly d in section 501 complete the foll | (c) of the | e Code (ot | ted with, o her than se | or relate ection 5 | ed to, one 501(c)(3) | e or mor) or in se | e tax-e ection s | xempt organiz 527? | ations | ; | | Yes | s X | No |
| | | Name of organ | | | (+ |) Tyne | of organ | nization | | | (c) De | scripti | on of rel | ationship | | |
| | | . tanio or organ | | | | <u> </u> | or or gar | | | | (4) 53 | | | алопольр | | |
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| [| under pe correct, a | enaities of perjury, I o and complete Declai | declare tha ration of pr | it i have exam eparer (other | iined this retui than taxpayei | rn, includi r) is basei | ing accomp d on all info | oanying sch ormation of | which pr | nd statements, and eparer has any kn | owledge | best of m | iy knowled | ge and belief, | it is true | 9, |
| Sign | | \circ | Λ | • | | | | 1 | | _ | | _ | | May the | IRS disc | uss |
| Here | > | Bank. | Da | lun B | | 1 | ં સ્ટ્રી | 25/12 | | e Presid | le n | t | | this retui | shown i | pelow |
| | Signat | ure of officer or trust | ee | | ~ | | Date | | | itle | - 11 | | | (see inst | ructions | 뜨 [|
| | | Print/Type preparer | | | Pre | page s s | | | <u> </u> | Date | | | <u> </u> | PTIN | Yes | No |
| | | | | | 1 • | | - Y | Jour | - | -+ | , | Check | l it | 1 | | |
| Paid | | EDWARD R | | | | DWARD | | EMA | | 02/20/1 | | self-emp | | P0064 | 1124 | |
| Prepai | rer | Firm's name | | MA & AS | | | | | | | Firm | 's EIN | 36-3 | 924914 | | |
| Use O | | Firm's address | 974 | 2 SOUTE | H ROBEF | RTS R | OAD | | | | _ | | | | | |
| | | | PAL | OS HIL | LS | | | 1 | L 60 | 465 | Pho | ne no | <u>(70</u> 8 | 3) 430- | <u> 171</u> 1 | <u> </u> |
| BAA | | | | | | | | | | | | | | Form 99 | 10 DF | (2011) |

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 |
|---|--|---|
| GEORGE REED MCNEILL ANI | MAL WELFARE FUND | 27-1045290 |
| Organization type (check one) | | |
| Filers of: | Section: | |
| Form 990 or 990-EZ | 501(c)() (enter number) organizated 4947(a)(1) nonexempt charitable trust not 527 political organization | |
| Form 990-PF | X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust tre 501(c)(3) taxable private foundation | eated as a private foundation |
| Check if your organization is covered be Note. Only a section 501(c)(7), (8), or | by the General Rule or a Special Rule (10) organization can check boxes for both the Genera | Il Rule and a Special Rule See instructions. |
| General Rule X For an organization filing Form 990 contributor (Complete Parts I and |), 990-EZ, or 990-PF that received, during the year, \$5, II.) | ,000 or more (in money or property) from any one |
| Special Rules | | |
| $\frac{1}{2}$ 509(a)(1) and 170(b)(1)(A)(vi), and | n filing Form 990 or 990-EZ that met the 33-1/3% supp I received from any one contributor, during the year, a 190, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Comp | contribution of the greater of (1) \$5,000 or |
| total contributions of more than \$1. | organization filing Form 990 or 990-EZ that received the following scienting of the following scienting or animals. Complete Parts I, II, and III. | from any one contributor, during the year, ific, literary, or educational purposes, or |
| contributions for use exclusively for If this box is checked, enter here th | organization filing Form 990 or 990-EZ that received for religious, charitable, etc., purposes, but these contribute total contributions that were received during the year parts unless the General Rule applies to this organization. | utions did not total to more than \$1,000 r for an <i>exclusively</i> religious, charitable, etc, zation because it received nonexclusively |
| religious, charitable, etc, contribution | ons of \$5,000 or more during the year | . • \$ |
| 990-PF) but it must answer 'No' on Pa | vered by the General Rule and/or the Special Rules do rt IV, line 2, of its Form 990; or check the box on line has teneet the filing requirements of Schedule B (Form 990 | H of its Form 990-EZ or on Part I, line 2, of its |
| BAA For Paperwork Reduction Act N 990EZ, or 990-PF. | otice, see the Instructions for Form 990, | Schedule B (Form 990, 990-EZ, or 990-PF) (2011) |

| Schedule Name of org | B (Form 990, 990-EZ, or 990-PF) (2011) | Page | 1 of 1 of Part 1 |
|-------------------------|---|-------------------------------|---|
| | E REED MCNEILL ANIMAL WELFARE FUND | • | 045290 |
| Part I | Contributors (see instructions). Use duplicate copies of Part I if additional spi | ace is needed | |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | ESTATE OF GEORGE REED MCNEILL 7000 WEST 127TH ST PALOS HEIGHTS IL 60463 | \$344,023. | Person X Payroll Noncash (Complete Part II if there is a noncash contribution) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II if there is a noncash contribution) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II if there is a noncash contribution.) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II if there is a noncash contribution.) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II if there is a noncash contribution) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II if there |

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

| | • | ~ | |
|----------|----|---|----|
| ne ' | ıx | • | mt |
| 116 | 10 | | |

| 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

4,098.

1,584.

2,054.

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 | | 19,038. | 7,377. | | 9,519. |

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 | | 8,280. | 3,208. | | 4,140. |

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 WOODBURY FINL SERV | ASSET MANAGEMENT ASSET MANAGEMENT | 39,242. 76. | 30,395. 76. | | |

Total

39,318.

30,471.

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

L-10a Stmt

| | End o | f Year | End of Year | | |
|---|--|---------------------------------------|--|-------------------------------------|--|
| Line 10a - Investments - US and State Government Obligations: | 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

556,228.

641,814.

56.

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

Total

| | End o | f Year |
|---|--|---|
| Line 10b - Investments - Corporate Stock: | Book Value | Fair Market Value |
| SEE ATTACHED SCHEDULE | 1,786,723. | 2,179,879 |
| Total | 1,786,723. | 2,179,879 |
| Form 990-PF, Page 2, Part II, Line 10c L-10c Stmt | | |
| Line 10c - Investments - Corporate Bonds: | End o Book Value | f Year Fair Market Value |
| SEE ATTACHED SCHEDULE | 1,041,077. | 1,087,805 |
| Total | 1,041,077. | 1,087,805 |
| | | |
| Form 990-PF, Page 2, Part II, Line 13 L-13 Stmt | | |
| | End o Book Value | f Year Fair Market Value |
| L-13 Stmt | Book Value 3,200,000. | Fair Market Value 3,390,904 |
| Line 13 - Investments - Other: | Book Value | Fair Market Value |
| Line 13 - Investments - Other: ANNUITY CONTRACTS-SCHEDULE ATTACHED REAL ESTATE-SCHEDULE ATTACHED | Book Value 3,200,000. 153,729. | Fair Market Value 3,390,904 165,300 229,793 |
| Line 13 - Investments - Other: ANNUITY CONTRACTS-SCHEDULE ATTACHED REAL ESTATE-SCHEDULE ATTACHED COMMODITIES-SCHEDULE ATTACHED | Book Value 3,200,000. 153,729. 226,876. | Fair Market Value 3,390,904 165,300 229,793 |
| Line 13 - Investments - Other: ANNUITY CONTRACTS-SCHEDULE ATTACHED REAL ESTATE-SCHEDULE ATTACHED COMMODITIES-SCHEDULE ATTACHED Total Form 990-PF, Page 2, Part II, Line 22 | Book Value 3,200,000. 153,729. 226,876. | Fair Market Value 3,390,904 165,300 |

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 | P. | AR VALUE | BOOK VALUE | MA | RKET 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

| | | | FAIR MARKET |
|---|-----------|--------------|------------------------|
| Description | SHARES | Book Value | 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 | |
| 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 | |
| NORFOLK SOUTHERN CORP. COM | 250.000 | 17,023.17 | 10,987.50 18,115.00 |
| ORACLE CORP COM | 950.000 | | |
| PFIZER INC COM | 1,225.000 | 27,952.28 | 30,067.50 |
| PHILIP MORRIS INTL. COM | 300.000 | 18,160.62 | 29,228.50 |
| PRECISION CASTPARTS CORP. COM | | 11,278.50 | 26,790.00 |
| | 60.000 | 9,400.80 | 9,664.80 |
| PROCTOR & GAMBLE COM | 350.000 | 22,350.30 | 23,516.50 |
| QUALCOMM INC. COM SCHULBERGER LTD. COM | 500.000 | 26,175.85 | 30,730.00 |
| | 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 LIFATTH CROUPING 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>_:</u> | \$ 1,786,722.98 | \$ 2,179,879.11 |

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

| | | | воок | M | ARKET MARKET |
|---|----|-----------|--------------------|----|--------------|
| DESCRIPTION | F | PAR VALUE | VALUE | | 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 |
| | | | \$ 1,041,077.44 | \$ | 1,087,804.90 |

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

| | | | (c) Fair |
|--|-------------|-----------------|--------------|
| SINGLE PREMIUM ANNUITY CONTRACTS | (1 | b) Book Value | 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 COPANY | | 250,000.00 | 272,279.20 |
| NORTHERN LIFE INSURANCE COPANY | | 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

| TANT IV - CAPTIAL GAINS AND LOSSES FOR TAX ON INVESTIMENT INCOME | | | | | | (g) Cost or | |
|--|---------------------|----------------------|------------------|--------------------------|-----------------------------|------------------------------|-----------------------|
| (a) Description | (b) How Acquired | (c) Date Acquired | (d) Date Sold | (e) Gross Sales Price | (f) Depreciation Allowed | Plus Expense of Sale Cost | (h) Gain or (loss) |
| | ٥ | 1/30/2009 | 9/19/2011 \$ | 4,090 16 | | \$ 966 54 | \$ 3,123 62 |
| ALCATEL-LUCENT | ۵ | 1/30/2009 | 9/19/2011 | 745 66 | | 469 64 | 276 02 |
| AMER ELEC PWR CO INC COM | ۵ ۱ | 1/30/2009 | 9/19/2011 | 4,274 00 | | 3,636 17 | 637 83 |
| AMERON CORP COM | ۵ ۱ | 1/30/2009 | 9/19/2011 | 6,264 33 | | 6,897 40 | (633 07) |
| CHIGKOOP INC COM NEW COM NEW | ۵ ۵ | 1/30/2009 | 9/19/2011 | 1,165 47 | | 1,535 10 | (369 63) |
| CYTRA CORP COM NEW COM NEW | ם מ | 1/30/2009 | 9/19/2011 | 333 69 | | 272 65 | 6104 |
| DEVOIT ENERGY INC COM | ء د | 1/30/2009 | 9/19/2011 | 1 184 53 | | 2,282,50 | 030 23 |
| FIRSTENERGY CORP COM | ۵ ۵ | 1/30/2009 | 9/19/2011 | 13 475 74 | | 2,342 60 15 204 00 | (1,136.07) |
| FRONTIER COMMUNICATION CORP COM | ۵ | 1/30/2009 | 9/19/2011 | 10,292 75 | | 12,121 99 | (1,829 24) |
| GENON ENERGY INC COM | ۵ | 1/30/2009 | 9/19/2011 | 580 82 | | 995 88 | (404 93) |
| INTERCONTINENTAL HOTEKS GROUP PLC NEW SPONSORED ADR | ۵ | 1/30/2009 | 9/19/2011 | 1,133 61 | | 495 80 | 637 81 |
| LSI CORP COM STK | <u>۵</u> (| 1/30/2009 | 9/19/2011 | 1,846 76 | | 913 07 | 933 69 |
| MAGELLAN PETE CORP COM | ם כ | 1/30/2009 | 9/19/2011 | 313 09 | | 123 73 | 189 36 |
| NCR CORP COM | ם כ | 1/30/2009 | 9/19/2011 | 5,296,33 | | 3,607.20 | 1,17,15 |
| NEWS CORP CL A COM | ۵ ۵ | 1/30/2009 | 9/19/2011 | 912.85 | | 393 46 | 519 39 |
| REORG PHARMACEUTICALS NAME CHANGE GALENA BIOPHARMA | ٥ | 1/30/2009 | 9/19/2011 | 50 46 | | 240 87 | (190 41) |
| REORG/AON CORP STOCK MERGER AON PLC COM | ۵ | 1/30/2009 | 9/19/2011 | 9,002 25 | | 7,786 31 | 1,215 94 |
| REORG/BLOCKBUSTER INC NAME CHANGE BB LIQUIDATING | ا ۵ | 1/30/2009 | 9/19/2011 | 81 26 | | 1,506 43 | (1,425 17) |
| REORG/SONOSITE INC CASH MERGER | ۵ (| 1/30/2009 | 9/19/2011 | 3,060 94 | | 1,926 00 | 1,134 94 |
| HOKALEC CORP | ۵ ۵ | 1/30/2009 | 9/19/2011 | 15,935 50 | | 14,614 17 | 1,321 33 |
| WASTE MGMI INC DEL COM STR | ۵ د | 1/30/2009 | 9/19/2011 | 58,455 07 | | 58,044 80 | 410 27 |
| WYNDHAM WORLDWIDE CORP COM STR | ى د | 1/30/2009 | 9/19/2011 | 2,258 85 | | 420 60 | 1,838 25 |
| CAKETUSION CORP-CARDINAL BASIS ALLOCATION | ם מ | 1/31/2009 | 9/19/2011 | 4,504 83 | | 3,920 96 | 583 87 |
| CALIFORNIA ST 4 25% 12-01-2035 | ם כ | 1/30/2009 | 9/20/2011 | 239,323 00 | | 198,276 40 | 41,048 60 |
| AVIS RUDGET GROUD OND COM STK | ے د | 1/30/2009 | 9/20/2011 | 05 606 00 | | 101,007,04 | 30,330 40 |
| DIRECT TV COM CLA COM CLA | ם כ | 1/30/2009 | 9/27/2011 | 9,396,00 | | 622 /4 5 426 77 | 8,973.20 |
| HANESBRANDS INC COM | ۵ ۵ | 1/30/2009 | 9/27/2011 | 7,676 09 | | 2.571 14 | 5,104 95 |
| HOSPIRA INC COM | ۵ | 1/30/2009 | 10/3/2011 | 3,584 10 | | 2,497 25 | 1,086 85 |
| OCCIDENTAL PETROLEUM CORP | ۵ | 1/30/2009 | 10/3/2011 | 79,629 45 | | 62,799 88 | 16,829 57 |
| SARA LEE CORP COM | ۵ | 1/30/2009 | 10/3/2011 | 40,953 28 | | 25,713 72 | 15,239 56 |
| STANLEY BLACK & DECKER INC COM | ۵ ۵ | 1/30/2009 | 10/3/2011 | 12,471 81 | | 5,952 50 | 6,519 31 |
| VIACOM NEW CLA | ם כ | 1/30/2009 | 10/3/2011 | 6,750 62 | | 2,357 70 | 4,392 92 |
| DEP BOYS MADE & LACK COM | ם כ | 1/30/2009 | 10/4/2011 | 13,126.30 | | 7 256 60 | 8,283.40 |
| TX ST TPK CENT TEX EX TPK SYS REV 1ST TIER 8-15-42/8-15-12 | ۵ ۵ | 1/30/2009 | 10/4/2011 | 95.780 00 | | 76.661 45 | 19,118.55 |
| CBS CORP NEW CL B | ۵ | 1/30/2009 | 10/5/2011 | 30,123 64 | | 8,587 70 | 21,535 94 |
| DIAGLO PLC SPONSORED ADR NEW | ٥ | 1/30/2009 | 10/5/2011 | 54,894 09 | | 9,881 00 | 45,013 09 |
| VIACOM INC NEW CL B | ۵ ا | 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 | Ω (| 1/30/2009 | 10/6/2011 | 92,778 00 | | 68,763 56 | 24,014 44 |
| ALCOA INC COM STK | ם כ | 1/30/2009 | 10/12/2011 | 30 60 | | 23 /9 | 681 |
| ALCOA INC COM STK | ۵ ۵ | 1/30/2009 | 10/12/2011 | 30 60 | | 23.055,01 | 4,970 24 6 81 |
| MFC FORT DEARBORN INCOME SECS INC COM | ٥ | 1/30/2009 | 10/12/2011 | 13,543 72 | | 11,685 38 | 1.858 34 |
| WALGRREN CO COM | ۵ | 1/30/2009 | 10/12/2011 | 40,475 34 | | 32,805 00 | 7,670 34 |
| | | | | | | | |

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

| PAKI IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME | п | | | | | (g) Cost or | |
|--|----------|-----------|------------|-------------|------------------|--------------|-------------|
| | (b) How | (c) Date | (d) Date | (e) Gross | (f) Depreciation | Plus Expense | (h) Gain or |
| (a) Description | Acquired | Acquired | Sold | Sales Price | Allowed | of Sale Cost | (Ioss) |
| TYSON FOODS INC CL A COM | ۵ | 1/30/2009 | 10/13/2011 | 53,343 72 | | 26,029 32 | 27,314 40 |
| REORG/MEDICO HEALTH CSH AND STK MERGER EXPRESS SCRIPTS | ۵ | 1/30/2009 | 10/14/2011 | 33,071 80 | | 30,545 68 | 2,526 12 |
| KRAFT FOODS INC CL A | ٥ | 1/30/2009 | 10/18/2011 | 13,480 34 | | 10,837 22 | 2,643 12 |
| WAL-MART STORES INC COM | ۵ | 1/30/2009 | 10/18/2011 | 16,756 68 | | 14,136 75 | 2,619 93 |
| YUM BRANDS INC COM | ۵ | 1/30/2009 | 10/18/2011 | 15,648 68 | | 8,529 75 | 7,118 93 |
| HOME DEPOT INC COM | ۵ | 1/30/2009 | 10/19/2011 | 19,247 32 | | 11,709 78 | 7,537 54 |
| MONSANTO CO NEW COM | ۵ | 1/30/2009 | 10/19/2011 | 47,469 54 | | 49,793 89 | (2,324 35) |
| | ۵ | 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 | ۵ | 1/30/2009 | 10/21/2011 | 6,482 85 | | 3,675 60 | 2,807 25 |
| MFO VALUE LINE PREMIER GROWTH FD INC | ۵ | 1/30/2009 | 10/21/2011 | 25,177 09 | | 14,280 44 | 10,896 65 |
| MFO VANGUARD U S GROWTH PORTFOLIO | ۵ | 1/30/2009 | 10/21/2011 | 34,371 57 | | 22,223 46 | 12,148 11 |
| MFO VANGUARD WORLD FD INTL GROWTH FD | ۵ | 1/30/2009 | 10/21/2011 | 13,475 29 | | 8,639 62 | 4,835 67 |
| | ۵ | 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 10-01-2 | ۵ | 1/30/2009 | 10/24/2011 | 150,654 40 | | 117,434 91 | 33,219 49 |
| WALGRREN CO COM | ۵ | 1/30/2009 | 10/28/2011 | 40,682 73 | | 32,914 35 | 7,768 38 |
| COMCAST CORP NEW -CL A | ۵ | 1/30/2009 | 11/3/2011 | 11,773 21 | | 7,596 02 | 4,177 19 |
| FLORIDA STATE BRD ED CAP | Ω | 1/30/2009 | 11/4/2011 | 40,400 00 | | 40,036 54 | 363 46 |
| HOME DEPOT INC COM | ۵ | 1/30/2009 | 11/21/2011 | 14,831 71 | | 8,690 00 | 6,141 71 |
| CARDINAL HEALTH INC-BASIS ADJUSTED CARFUSION SPIN-OFF | ۵ | 1/30/2009 | 11/22/2011 | 15,210 64 | | 9,894 96 | 5,315 68 |
| FLORDIA DEPT TRANS TPK 4 5% 07-01-2034 | ۵ | 1/30/2009 | 12/5/2011 | 100,360 00 | | 86,995 98 | 13,364 02 |
| ILLINOIS FIN AUTH REV 5.3755 8-15-2039 | ۵ | 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 | ۵ | 1/30/2009 | 12/5/2011 | 64,422 15 | | 57,235 44 | 7,186 71 |
| NICOR COMMON STOCK MERGER | ۵ | 1/30/2009 | 12/15/2011 | 16,748 00 | | 10,658 90 | 6,089.10 |
| AGL RE INC COM | ۵ | 1/30/2009 | 1/9/2012 | 7,861 36 | | 4,838 33 | 3,023 03 |
| XCEL ENERGY INC COM | ۵ | 1/30/2009 | 1/9/2012 | 17,134 98 | | 11,651.95 | 5,483 03 |
| INTEGRYS GROUP INC COM | ا ۵ | 1/30/2009 | 1/19/2012 | 24,629 72 | | 20,169 29 | 4,460 43 |
| TECO ENERGY INC COM | ا ۵ | 1/30/2009 | 1/19/2012 | 17,063 41 | | 11,341 55 | 5,721 86 |
| TECO ENERGY INC COM | Ω | 1/30/2009 | 1/19/2012 | 219 00 | | 145 56 | 73 44 |
| AMERICAN EXPRESS CO | ۵ | 1/30/2009 | 1/25/2012 | 31,418 20 | | 10,496 88 | 20,921 32 |
| SCANA CORP NEW COM | ۱ | 1/30/2009 | 1/25/2012 | 19,461 96 | | 14,968 97 | 4,492 99 |
| UNISOURCE ENERGY CORP COM | ۵ (| 1/30/2009 | 1/25/2012 | 77,121 05 | | 59,202 78 | 17,918 27 |
| KRAFI FOOD IN CL A | ، د | 1/30/2009 | 2/3/2012 | 11,6/8 7/ | | 8,488.69 | 3,190 08 |
| PFIZEK INC COM | ، د | 1/30/2009 | 2/17/2012 | 21,17961 | | 14,825 00 | 6,354 61 |
| GENERAL ELECTRIC | ם מ | 1/30/2009 | 3/13/2012 | 29 520,12 | | 13,235 81 | 7,787,81 |
| KRAFI FUOU IN CL A | ם מ | 1/30/2009 | 3/13/2012 | 5,755 39 | | 4,244 34 | 1,511 05 |
| MERK & CO NEW COM | ם נ | 1/30/2009 | 3/13/2012 | 4,738 66 | | 3,5/1.25 | 1,16/41 |
| PFIZEK INC COM | ۵ د | 1/30/2009 | 3/13/2012 | 10,916 05 | | 7,412 50 | 3,503 55 |
| I KAVELERS COS INC COM | ם מ | 1/30/2009 | 3/13/2012 | 6,450 61 | | 4,335 18 | 2,115 43 |
| WAL-MAKI INC COM | ם מ | 1/30/2009 | 3/13/2012 | 27,223,15 | | 16,492.88 | 4,73087 |
| WELLS TARGO & CO NEW COM | ם כ | 1/30/2009 | 3/14/2012 | 19,302 02 | | 11,199.43 | 0,103.37 |
| MATER FOOL NEW CONTREX & GOLD INC | ם כ | 1/30/2009 | 3/15/2012 | 13,274 90 | | 2,000.94 | 710 07 |
| PEIZER INC COM | ۵ ۵ | 1/30/2009 | 3/15/2012 | 2,74183 | | 1,853 13 | 888 70 |
| BOEING CO COM | ۵ ۵ | 1/30/2009 | 4/5/2012 | 14.707 73 | | 8.248 00 | 6.459 73 |
| DEERE & CO COM | ۵ ۵ | 1/30/2009 | 4/5/2012 | 8,273 81 | | 3,456 75 | 4.817 06 |
| WAL-MART INC COM | | 1/30/2009 | 4/5/2012 | 6,029 86 | | 4,712 25 | 1,317 61 |
| SPECTRA ENERGY CORP COM | ۵ | 1/30/2009 | 4/25/2012 | 9,282 15 | | 4,504 45 | 4,777.70 |
| | | | | | | | |

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

| | | | | | | (g) Cost or other basis | |
|--------------------------|----------|-----------|-----------|--------------|------------------|------------------------------|---------------|
| | (p) How | (c) Date | (d) Date | (e) Gross | (f) Depreciation | Plus Expense | (h) Gain or |
| (a) Description | Acquired | Acquired | Sold | Sales Price | Allowed | of Sale Cost | (ssol) |
| WELLS FARGO & CO NEW COM | Q | 1/30/2009 | 4/25/2012 | 16,509 62 | | 9,475 00 | 7,034 62 |
| YUM BRANDS INC OCM | ۵ | 1/30/2009 | 4/25/2012 | 12,687.21 | | 4,975 69 | 7,711 52 |
| DUKE ENERGY CORP NEW COM | ۵ | 1/30/2009 | 7/3/2012 | 44 03 | | 28 58 | 15 45 |
| EXELON CORP COM | ۵ | 1/30/2009 | 8/8/2012 | 796 93 | | 1,158 83 | (361 90) |
| DOW CHEMICAL COM | ۵ | 1/30/2009 | 8/8/2012 | 3,406 58 | | 1,336 79 | 2,069.79 |
| EXELON CORP COM | ۵ | 1/30/2009 | 8/8/2012 | 12,750 91 | | 18,541 32 | (5,790 41) |
| HARLEY DAVIDSON COM | ۵ | 1/30/2009 | 8/8/2012 | 22,856 03 | | 99 999'9 | 16,189 37 |
| MERCK & CO NEW COM | ۵ | 1/30/2009 | 8/8/2012 | 5,503 87 | | 3,571 25 | 1,932 62 |
| MERCK & CO NEW COM | ۵ | 1/30/2009 | 8/8/2012 | 3,562 42 | | 2,223 75 | 1,338 67 |
| WAL-MARTSTORES INC OCM | ۵ | 1/30/2009 | 8/8/2012 | 18,589 58 | | 11,780 62 | 6,808 96 |
| WALT DISNEY CO | ۵ | 1/30/2009 | 8/8/2012 | 6,863 76 | | 2,805 00 | 4,058 76 |
| TOTAL DONATION | | | ь | 2,606,839 68 | | \$1,910,304 93 \$ 696,534 75 | \$ 696,534 75 |

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

| | (d) | (c) Date | (d) Date | (e) Gross | (f) Depreciation | other basis | (h) Gain or |
|---|--------------|------------|--------------|----------------------|------------------|-------------|-------------|
| (a) Description | Acquired | Acquired | Sold | Sales Price | Allowed | | (loss) |
| ROCK-TENN CO CLA A | d. | 4/1/2010 | 9/19/2011 \$ | 109 89 | | \$ 39.80 | \$ 70 09 |
| LIGLAND PHARMACEUTICALS INC CLA B COM-REVERSE | a | 10/5/2010 | 9/19/2011 | 194 47 | | - | |
| VISTEON CORP COMMNEW (VC) | a | 9/1/2011 | 9/19/2011 | 286 55 | | 122 38 | 164 17 |
| VISTEON CORP WT EXP | a | 9/1/2011 | 9/19/2011 | 133 19 | | | 133 19 |
| NEWMONT MINING CORP NEW COM | a | 4/1/2010 | 9/27/2011 | 7,551 15 | | 4,621 50 | 2,929 65 |
| MFO PIMCO FLEXSHARES TR CAPITAL GAINS | a | VARIOUS | 12/8/2011 | 457 67 | | • | 457 67 |
| MFO PIMCO FLEXSHARES TR CAPITAL GAINS | a | VARIOUS | 12/8/2011 | 108 90 | | | 108 90 |
| AGL RE INC COM | <u>α</u> . | 1/7/2011 | 12/27/2011 | 7 40 | | 4 54 | 2 86 |
| AGL RE INC COM | a | 1/7/2011 | 1/9/2012 | 18,761 18 | | 11,546 69 | 7,214 49 |
| AGL RE INC COM | a | 9/28/2011 | 1/9/2012 | 515 29 | | 317.14 | 198 15 |
| SALESFORCE COM INC | a | 10/4/2011 | 1/19/2012 | 5,695 88 | | 5,753 00 | (57 12) |
| SALESFORCE COM INC | a | 10/6/2011 | 1/19/2012 | 5,695 89 | | 6,047 50 | (351 61) |
| SALESFORCE COM INC | △ | 10/11/2011 | 1/19/2012 | 5,695 89 | | 6,405 00 | (709 11) |
| SALESFORCE COM INC | <u>С</u> 1 | 12/22/2011 | 1/19/2012 | 1,708 77 | | 1,470 15 | 238 62 |
| MCKESSON CORP | ο ί | 11/22/2011 | 1/25/2012 | 19,216 97 | | 19,668 65 | (451 68) |
| CENTER POINT ENERGY | a . (| 10/28/2011 | 2/3/2012 | 4,601 01 | | 3,316 06 | 1,284 95 |
| AMAZUN COM INC COM | a. (| 10/5/2011 | 2/8/2012 | 6,472 43 | | 7,510 65 | (1,038 22) |
| AMAZON COM INC COM | L (| 10/25/2011 | 2/8/2012 | 5,547 79 | | 06 696'9 | (1,421 51) |
| AMAZON COM INC COM | D . (| 10/28/2011 | 2/8/2012 | 1,849 26 | | 2,098 30 | (249 04) |
| AMAZON COM INC COM | α. | 11/21/2011 | 2/8/2012 | 6,472 43 | | 6,510 00 | (37 57) |
| EXXON MOBIL CORP COM | Q 1 | 9/27/2011 | 3/13/2012 | 6,532 84 | | 5,598 16 | 934 68 |
| TRAVELERS COS INC COM | ۵. | 10/13/2011 | 3/13/2012 | 5,068 34 | | 4,447 52 | 620 82 |
| NORFOLK SOUTHERN CORP COM | Δ. 1 | 10/11/2011 | 4/5/2012 | 1,673 71 | | 1,702 32 | (28 61) |
| WHOLE FOODS MKT INC COM | α, | 11/22/2011 | 4/5/2012 | 2,054 70 | | 1,611 10 | 443 60 |
| GOOGLE INC CLA | a . (| 1/19/2012 | 4/5/2012 | 3,167 52 | | 3,185 00 | (17 48) |
| NATIONAL OIL WELL VARCO COM | <u>a</u> (| 9/27/2012 | 4/5/2012 | 8,034 81 | | 5,780.25 | 2,254 56 |
| MEB NORTHERN FUNDS BD INDEXED FU | 1 | 12/27/2011 | 4/25/2012 | 12,569 61 | | 12,466 11 | 103 50 |
| MED NORTHERN FONDS BUINDEAED FU | L c | 1/19/2012 | 4/25/2012 | 2,353 45 | | 2,347 00 | 6 45 |
| MER NORTHERN FUNDS BUINDEXED FO | L 0 | 21/22/2012 | 4/25/2012 | 36,820 /6 | | 36,686 00 | 134 76 |
| MITE NOT THEN FOUNDS BUT INDEXED FU | La | 10/1/2012 | 4/25/2012 | 48,255 18 | | 48,211 00 | 44 18 |
| PHILIPS 66 COM | _ 0 | 10/4/2011 | 5/18/2012 | 3,032 36 1 573 96 | | 4,769.32 | 425 OF |
| PHILLIPS 66 COM | . a | 10/5/2011 | 5/18/2012 | 1 573 97 | | 1 513 30 | 60 58 |
| AL TERA CORP COM | a | 10/7/2011 | 5/18/2012 | 5,032 39 | | 5.060 88 | (28 49) |
| CITRIX SYS INC COM | ۵ | 10/11/2011 | 5/18/2012 | 7,580 98 | | 6,016.88 | 1.564 10 |
| PRINCIPAL FINL GROUP INC COM | ۵. | 10/12/2011 | 6/11/2012 | 12,421 97 | | 12,598 00 | (176 03) |
| HARLEY DAVIDSON | ۵. | 9/1/2011 | 8/8/2012 | 83 72 | | 24 42 | 59 30 |
| SPECTRA ENERGY CORP COM | a | 9/27/2011 | 8/8/2012 | 9,460 27 | | 8,384 97 | 1,075 30 |
| H J HEINZ | a . | 10/5/2011 | 8/9/2012 | 3,031 41 | | 2,712 49 | 318 92 |
| H J HEINZ | a . 1 | 10/5/2011 | 8/10/2012 | 3,352 20 | | 3,008 40 | 343 80 |
| H J HEINZ | C . 1 | 10/5/2011 | 8/13/2012 | 2,698 31 | | 2,416 58 | 281 73 |
| | ۵. ۱ | 10/5/2011 | 8/14/2012 | 552 99 | | 493 18 | 59 81 |
| H J HEINZ | Q . (| 10/14/2011 | 8/18/2012 | 6,351 34 | | 6,003 92 | 347 42 |
| | L | 10/14/2011 | 8/19/2012 | 551 1/ | | 522 08 | 29 09 |
| | | | | | | | |

TOTAL PURCHASE

17,328 24

\$ 259,58175 \$

276,909 99