Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation CORBIN A & DORICE S. MCNEILL FOUNDATION
F/K/A MCNEILL FAMILY FOUNDATION

A Employer identification number 36-4475641

Number and street (or P O box number if mail is not delivered to street address) C/O DORICE MCNEILL 525 NW RIDGE ROAD

Room/suite

B Telephone number (see instructions) (307) 733-9278

City or town, state, and ZIP code JACKSON, WY 83001

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 5,911,766.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	20,000.			
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	196,419.	196,419.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-261,393.			
b	Gross sales price for all assets on line 6a 1,541,298.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2	182.	182.		
12	**Total.** Add lines 1 through 11	-44,792.	196,601.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	1,093.			1,093.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest ATCH 4	5,544.	5,544.		
18	Taxes (attach schedule) (see instructions) ATCH 5	14,706.	1,106.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	60,294.	60,294.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	81,637.	66,944.		1,093.
25	Contributions, gifts, grants paid	194,000.			194,000.
26	**Total expenses and disbursements** Add lines 24 and 25	275,637.	66,944.	0	195,093.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-320,429.			
b	**Net investment income** (if negative, enter -0-)		129,657.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II	**Balance Sheets**	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	84,567.	245,554.	245,554.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	5,370,168.	4,888,752.	5,666,212.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,454,735.	5,134,306.	5,911,766.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	5,454,735.	5,134,306.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,454,735.	5,134,306.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,454,735.	5,134,306.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,454,735.
2	Enter amount from Part I, line 27a	2	-320,429.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,134,306.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,134,306.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-261,393.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-151,196.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	311,224.	6,132,879.	0.050747
2010	259,694.	5,834,674.	0.044509
2009	249,889.	5,722,241.	0.043670
2008	263,000.	4,834,974.	0.054395
2007	332,665.	6,254,902.	0.053185

2 Total of line 1, column (d)	2	0.246506
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049301
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,791,765.
5 Multiply line 4 by line 3	5	285,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,297.
7 Add lines 5 and 6	7	286,837.
8 Enter qualifying distributions from Part XII, line 4	8	195,093.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,593.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2	3	2,593.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,593.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . **6a** 8,514.		
b	Exempt foreign organizations - tax withheld at source **6b**		
c	Tax paid with application for extension of time to file (Form 8868) **6c**		
d	Backup withholding erroneously withheld **6d**		
7	Total credits and payments Add lines 6a through 6d	7	8,514.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶	10	5,921.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 5,921. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WY,			
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	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DORICE S MCNEILL Telephone no ▶ 307-733-9278

Located at ▶ 525 NW RIDGE RD JACKSON, WY ZIP+4 ▶ 83001

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ BERMUDA			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☒ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	5,786,268.
b	Average of monthly cash balances	1b	93,696.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,879,964.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,879,964.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	88,199.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,791,765.
6	**Minimum investment return.** Enter 5% of line 5	6	289,588.

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

1	Minimum investment return from Part X, line 6			1	289,588.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,593.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,593.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	286,995.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	286,995.
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	286,995.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	195,093.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	195,093.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	195,093.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					286,995.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008	2,223.				
c From 2009					
d From 2010					
e From 2011	11,094.				
f Total of lines 3a through e		13,317.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 195,093.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					195,093.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		13,317.			13,317.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					78,585.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

CORBIN A MCNEILL JR.

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 9				
Total . . . . ▶ **3a**				194,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	196,419.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-261,393.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 10				182.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-64,792.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -64,792.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Corbin A McNeill Jr. | 9/25/13 | ▶ Vice President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name Bernadette D.Zita	Preparer's signature Bernadette D. Zita	Date 09/18/2013	Check ☐ if self-employed	PTIN P00089845
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 155 N WACKER DRIVE CHICAGO, IL 60606			Phone no 312-879-2000	

Form **990-PF** (2012)

CORBIN A & DORICE S. MCNEILL FOUNDATION 36-4475641

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CS 5874						
231,925.		173,235.					58,690.	
		CS 1507						
71,227.		47,297.					23,930.	
		REF PARTNERS-ST						
							-181,445.	
		CS 8661						
254,875.		239,258.					15,617.	
		REF PARTNERS L-T						
							-208,434.	
		RADCLIFFE						
983,271.		953,022.					30,249.	
TOTAL GAIN(LOSS)		....					-261,393.	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	195,361.	195,361.
INTEREST	1,058.	1,058.
TOTAL	196,419.	196,419.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME - TIGER OFFSHORE INVESTMENT TAX REFUND	182.	182.
TOTALS	182.	182.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		1,093.			1,093.
	TOTALS	1,093.			1,093.

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE	5,544.	5,544.
TOTALS	5,544.	5,544.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	1,106.	1,106.
TAXES AND LICENSES	13,600.	
TOTALS	14,706.	1,106.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK CHARGES	16.	16.
ACCOUNT MANAGEMENT FEES	23,348.	23,348.
OTHER DEDUCTIONS FROM FLOWTHRU	34,642.	34,642.
OTHER PORTFOLIO DED.- FLOWTHRU	2,288.	2,288.
TOTALS	60,294.	60,294.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
REF PARTNERS	161,707.	161,707.
CHARLES SCHWAB 1507	473,710.	661,184.
CHARLES SCHWAB 8661	2,352,133.	2,565,255.
CHARLES SCHWAB 5874	596,427.	865,111.
TIGER CONSUMER OFFSHORE	513,954.	557,553.
RADCLIFFE ULTRA SHORT DURATION	790,821.	855,402.
TOTALS	4,888,752.	5,666,212.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
CORBIN A MCNEILL JR 525 NW RIDGE ROAD JACKSON, WY 83001	VICE PRESIDENT 5.00	0	0	0
DORICE S MCNEILL 525 NW RIDGE ROAD JACKSON, WY 83001	SECRETARY 5.00	0	0	0
MICHELE MCNEILL-POIRIER 4202 DEER LAKE ROAD CLINTON, WY 98236	DIRECTOR 1.00	0	0	0
CORBIN MCNEILL IV 318 MARSHALL VALE LN KENNETT SQUARE, PA 19348	DIRECTOR 1.00	0	0	0
KEVIN MCNEILL 309 WASHINGTON ST, APT 3305 CONSHOHOCKEN, PA 19428	DIRECTOR 1.00	0	0	0
ALICIA MCNEILL 14 WALLATH RD ORANGA AUCKLAND NEW ZEALAND	DIRECTOR 1.00	0	0	0

CORBIN A & DORICE S. MCNEILL FOUNDATION 36-4475641

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
TIMOTHY MCNEILL 50-37 207TH STREET BAYSIDE, NY 11364	DIRECTOR 1.00	0	0	0
	GRAND TOTALS			

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLARK UNIVERSITY 1550 CLARKE DRIVE DUBUQUE, IA 52002-3198	NONE 509(A)(1)	GENERAL FUND USE	25,000
UNIVERSITY OF SCRANTON 800 LINDEN ST SCRANTON, PA 18510	NONE 509(A)(1)	GENERAL FUND USE	4,000
WOMEN'S CIRCLE 912 S.E 4TH STREET BOYNTON BEACH, FL 33435	NONE 501(C)(3) PUB CHARITY	GENERAL FUND USE	10,000
DIOCESE OF CHEYENNE PO BOX 774 CHEYENNE, WY 82003	NONE 509(A)(1)	GENERAL FUND USE	20,000
WILMINGTON CHRISTIAN SCHOOL 825 LOVEVILLE ROAD HOCKESSIN, DE 19707	NONE 509(A)(1)	GENERAL FUND USE	10,000
SACRED HEART SCHOOL 608 STAGE ROAD MONROE, NY 10950	NONE 501 (C)3 PUB. CHARITY	GENERAL FUND USE	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NAVAL HISTORICAL FOUNDATION 1306 DAHLGREN AVENUE, SE WASHINGTON NAVY YARD WASHINGTON, DC 20374-5055	NONE 501(C)(3) PUB CHARITY	GENERAL FUND USE	20,000
SAINTS PETER AND PAUL PARISH 1327 BOOT ROAD WEST CHESTER, PA 19380	NONE 501(C)(3)	GENERAL FUND USE	1,000
US NAVAL ACADEMY 291 WOOD ROAD ANNAPOLIS, MD 21402	NONE 501(C)(3)	MATCHING GIFTS	64,000
TURNING POINT PO BOX 436 JACKSON, WY 83001	NONE 501(C)(3)	CHARITY	5,000
ARCHBISHOP MURPHY HIGH SCHOOL 12911 39TH AVE SE EVERETT, WA 98208	NONE 170(F)(8)	CHARITY	10,000
CAN DO MULTIPLE SCLEROSIS 27 MAIN STREET SUITE 303 EDWARDS, CO 81632	NONE 501(C)(3)	CHARITY	10,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VILLA MARIA ACADEMY 370 OLD LINCOLN HWY MALVERN, PA 19355	NONE 501(C)(3)	CHARITY	5,000
OXFAM 355 LEXINGTON AVE NEW YORK, NY 10017	NONE 501(C)(3)	CHARITY	5,000.
		TOTAL CONTRIBUTIONS PAID	194,000.

CORBIN A & DORICE S. MCNEILL FOUNDATION 36-4475641

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PASSTHROUGH INCOME - TIGER OFFSHORE			14	182.	
TOTALS				182.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust CORBIN A & DORICE S. MCNEILL FOUNDATION
F/K/A MCNEILL FAMILY FOUNDATION

Employer identification number 36-4475641

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-151,196.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-151,196.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-110,197.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-110,197.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-151,196.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-110,197.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-261,393.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17 If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,400 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box
☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ *Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
CORBIN A & DORICE S. MCNEILL FOUNDATION	36-4475641

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a REF PARTNERS-ST					-181,445.
RADCLIFFE			983,271.	953,022.	30,249.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -151,196.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	CS 5874			231,925.	173,235.	58,690.
	CS 1507			71,227.	47,297.	23,930.
	CS 8661			254,875.	239,258.	15,617.
	REF PARTNERS L-T					-208,434.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -110,197.

FEDERAL FOOTNOTES

PART VII-A
QUESTION-8B
WYOMING DOES NOT HAVE ANY REQUIRED FILINGS FOR 990PF

Income Summary

	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.46	0.00	3.39
Cash Dividends	0.00	3,352.71	0.00	12,162.25
Total Income	**0.00**	**3,353.17**	**0.00**	**12,165.64**

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	**Market Value**
Cash	841.71
Total Cash	**841.71**

Money Market Funds [Sweep]	**Quantity**	**Market Price**	**Market Value**	**Current Yield**
SCHWAB US TREAS MONEY FD: SWUXX	47,172.3300	1.0000	47,172.33	0.01%
Total Money Market Funds [Sweep]			**47,172.33**	
Total Cash & Money Market [Sweep]			**48,014.04**	

Investment Detail - Equities

Equities	**Quantity**	**Market Price**	**Market Value**
A A O N INC NEW SYMBOL: AAON	319.0000	20.8700	6,657.53
AARONS INC SYMBOL: AAN	326.0000	28.2800	9,219.28

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	**Quantity**	**Market Price**	**Market Value**
ACTUANT CORP CL A NEW SYMBOL: ATU	360.0000	27.9100	10,047.60
ACUITY BRANDS INC SYMBOL. AYI	229.0000	67.7300	15,510.17
ADVISORY BOARD CO SYMBOL: ABCO	116.0000	46.7900	5,427.64
AFFILIATED MANAGERS GRP SYMBOL: AMG	83.0000	130.1500	10,802.45
APTARGROUP INC SYMBOL: ATR	275.0000	47.7200	13,123.00
BALCHEM CORP SYMBOL: BCPC	243.0000	36.4500	8,857.35
BEACON ROOFING SUPPLY SYMBOL: BECN	240.0000	33.2800	7,987.20
BIO-RAD LABS INC CLASS A SYMBOL: BIO	183.0000	105.0500	19,224.15
BLACKBAUD INC SYMBOL: BLKB	594.0000	22.8300	13,561.02
CARLISLE COMPANIES INC SYMBOL: CSL	141.0000	58.7600	8,285.16
CASEYS GEN STORES INC SYMBOL: CASY	147.0000	53.1000	7,805.70

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
CHOICE HOTELS INTL NEW SYMBOL: CHH	294.0000	33.6200	9,884.28
CITY NATIONAL CORP SYMBOL: CYN	220.0000	49.5200	10,894.40
CLARCOR INC SYMBOL: CLC	294.0000	47.7800	14,047.32
COLUMBIA SPORTSWEAR CO SYMBOL: COLM	188.0000	53.3600	10,031.68
DORMAN PRODUCTS INC SYMBOL: DORM	366.0000	35.3400	12,934.44
DRIL QUIP SYMBOL: DRQ	261.0000	73.0500	19,066.05
EXPONENT INC SYMBOL: EXPO	261.0000	55.8300	14,571.63
FAIR ISAAC INC SYMBOL: FICO	388.0000	42.0300	16,307.64
FOREST CITY ENT CL A SYMBOL: FCEA	646.0000	16.1500	10,432.90
FORWARD AIR CORPORATION SYMBOL: FWRD	441.0000	35.0100	15,439.41
GRACO INCORPORATED SYMBOL: GGG	230.0000	51.4900	11,842.70

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
H C C INSURANCE HOLDINGS SYMBOL: HCC	274.0000	37.2100	10,195.54
HARRIS TEETER SUPERMKTS SYMBOL: HTSI	152.0000	38.5600	5,861.12
HEICO CORP CL A SYMBOL: HEIA	285.0000	31.9800	9,114.30
HENRY JACK & ASSOC INC SYMBOL: JKHY	519.0000	39.2600	20,375.94
HIBBETT SPORTS INC SYMBOL: HIBB	199.0000	52.7000	10,487.30
HITTITE MICROWAVE CORP SYMBOL: HITT	112.0000	62.0600	6,950.72
IBERIABANK CORP SYMBOL: IBKC	206.0000	49.1200	10,118.72
II-VI INCORPORATED SYMBOL: IIVI	407.0000	18.2300	7,419.61
J & J SNACK FOOD CORP SYMBOL: JJSF	145.0000	63.8831	9,263.05
KIRBY CORPORATION SYMBOL: KEX	400.0000	61.8900	24,756.00
KNIGHT TRANS INC SYMBOL: KNX	603.0000	14.6300	8,821.89

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
LANDAUER INC SYMBOL: LDR	121.0000	61.2100	7,406.41
LIQUIDITY SERVICES INC SYMBOL: LQDT	220.0000	40.8600	8,989.20
LKQ CORP SYMBOL: LKQ	662.0000	21.1000	13,968.20
MANHATTAN ASSOCIATES INC SYMBOL: MANH	303.0000	60.3400	18,283.02
MERIDIAN BIOSCIENCE INC SYMBOL: VIVO	580.0000	20.2500	11,745.00
MIDDLEBY CORP THE SYMBOL: MIDD	60.0000	128.2100	7,692.60
MONRO MUFFLER BRAKE INC SYMBOL: MNRO	324.0000	34.9001	11,307.63
MOOG INCORPORATED CL A SYMBOL: MOGA	304.0000	41.0300	12,473.12
MORNINGSTAR INC SYMBOL: MORN	401.0000	62.8300	25,194.83
NATIONAL INSTRUMENTS SYMBOL: NATI	260.0000	25.8100	6,710.60
POWER INTEGRATIONS INC SYMBOL: POWI	219.0000	33.6100	7,360.59

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
PROSPERITY BANCSHARES SYMBOL: PB	239.0000	42.0000	10,038.00
R L I CORP SYMBOL: RLI	150.0000	64.6600	9,699.00
RAVEN INDUSTRIES INC SYMBOL: RAVN	302.0000	26.3600	7,960.72
SALLY BEAUTY HOLDINGS SYMBOL: SBH	672.0000	23.5700	15,839.04
SCANSOURCE INC SYMBOL: SCSC	308.0000	31.7700	9,785.16
STATE BANK FINL CORP SYMBOL: STBZ	555.0000	15.8800	8,813.40
TECHNE CORP COMMON SYMBOL: TECH	131.0000	68.3400	8,952.54
UMPQUA HOLDINGS CORP SYMBOL: UMPQ	860.0000	11.7900	10,139.40
WESTAMERICA BANCORP SYMBOL: WABC	225.0000	42.5900	9,582.75
WEX INC SYMBOL: WXS	142.0000	75.3700	10,702.54
WOLVERINE WORLD WIDE INC SYMBOL: WWW	213.0000	40.9800	8,728.74

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
YOUNG INNOVATIONS INC SYMBOL: YDNT	157.0000	39.4100	6,187.37
Total Equities	**17,555.0000**		**652,884.75**

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value
UNVL HEALTH RLTY INC TR SHRS BEN INT REIT SYMBOL: UHT	164.0000	50.6100	8,300.04
Total Other Assets	**164.0000**		**8,300.04**

Total Investment Detail	**709,198.83**
Total Account Value	**709,198.83**

Transaction Detail - Purchases & Sales

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/19/12	12/14/12	Bought	IBERIABANK CORP: IBKC	80.0000	47.9573	(3,836.58)
12/19/12	12/14/12	Bought	PROSPERITY BANCSHARES: PB	80.0000	41.6881	(3,335.05)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

	This Period		Year to Date	
Income Summary	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.83	0.00	1.57
Cash Dividends	0.00	7,389.33	0.00	27,683.10
Total Income	**0.00**	**7,390.16**	**0.00**	**27,684.67**

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	**Market Value**
Cash	312.30
Total Cash	**312.30**

Money Market Funds [Sweep]	**Quantity**	**Market Price**	**Market Value**	**Current Yield**
SCHWAB US TREAS MONEY FD: SWUXX	37,228.7800	1.0000	37,228.78	0.01%
Total Money Market Funds [Sweep]			**37,228.78**	
Total Cash & Money Market [Sweep]			**37,541.08**	

Investment Detail - Equities

Equities	**Quantity**	**Market Price**	**Market Value**
AMC NETWORKS INC CL A SYMBOL: AMCX	200.0000	49.5000	9,900.00
AMERICAN EXPRESS COMPANY SYMBOL: AXP	400.0000	57.4800	22,992.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
AUTONATION INC SYMBOL: AN	300.0000	39.7000	11,910.00
BANK OF NY MELLON CP NEW SYMBOL: BK	300.0000	25.7000	7,710.00
BEAM INC SYMBOL: BEAM	300.0000	61.0900	18,327.00
BOEING CO SYMBOL: BA	500.0000	75.3600	37,680.00
BRINKS CO SYMBOL: BCO	300.0000	28.5300	8,559.00
BROWN FORMAN CORP CL B SYMBOL: BFB	562.0000	63.2500	35,546.50
C T S CORPORATION SYMBOL: CTS	1,000.0000	10.6300	10,630.00
CABLEVISION SYS NY GP A SYMBOL: CVC	800.0000	14.9400	11,952.00
CHURCHILL DOWNS INC KY SYMBOL: CHDN	300.0000	66.4500	19,935.00
CLARCOR INC SYMBOL. CLC	200.0000	47.7800	9,556.00
CRANE COMPANY SYMBOL: CR	300.0000	46.2800	13,884.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
DANONE SPON ADR F SPONSORED ADR 1 ADR REP .2 ORD SYMBOL: DANOY	500.0000	13.3900	6,695.00
DE MASTER BLNDRS ORD F SYMBOL: DEMBF	1,000.0000	11.4952	11,495.20
DIAGEO PLC NEW ADR F SPONSORED ADR 1 ADR REPS 4 ORD SYMBOL: DEO	200.0000	116.5800	23,316.00
DIEBOLD INCORPORATED SYMBOL: DBD	600.0000	30.6100	18,366.00
DIRECTV SYMBOL: DTV	400.0000	50.1600	20,064.00
DISH NETWORK CORP CL A SYMBOL: DISH	500.0000	36.4000	18,200.00
DR PEPPER SNAPPLE GROUP SYMBOL: DPS	540.0000	44.1800	23,857.20
EATON CORP PLC F SYMBOL: ETN	232.0000	54.1800	12,569.76
ECHOSTAR CORP SYMBOL: SATS	100.0000	34.2200	3,422.00
ENERGIZER HOLDING INC SYMBOL: ENR	200.0000	79.9800	15,996.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
FEDERAL MOGUL CORP SYMBOL: FDML	300.0000	8.0200	2,406.00
FERRO CORP SYMBOL: FOE	1,000.0000	4.1800	4,180.00
FISHER COMMUNICATIONS SYMBOL: FSCI	300.0000	26.9900	8,097.00
FLOWSERVE CORPORATION SYMBOL: FLS	100.0000	146.8000	14,680.00
FORTUNE BRANDS HM & SEC SYMBOL: FBHS	300.0000	29.2200	8,766.00
GATX CORP SYMBOL: GMT	500.0000	43.3000	21,650.00
GENERAL MILLS INC SYMBOL: GIS	700.0000	40.4200	28,294.00
GENUINE PARTS CO SYMBOL: GPC	500.0000	63.5800	31,790.00
GRACO INCORPORATED SYMBOL: GGG	200.0000	51.4900	10,298.00
GRAFTECH INTERNATIONAL SYMBOL: GTI	1,000.0000	9.3900	9,390.00
GRIFFON CORP SYMBOL: GFF	1,000.0000	11.4600	11,460.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
GRUPO TELEVISA SA DE CVF GLOBAL DEP RCPT REP ORD PARTN CTF 1 DEP = 5 CPO SYMBOL: TV	500.0000	26.5800	13,290.00
HILLSHIRE BRANDS CO SYMBOL: HSH	400.0000	28.1400	11,256.00
HONEYWELL INTERNATIONAL SYMBOL: HON	500.0000	63.4700	31,735.00
I T T CORPORATION NEW SYMBOL: ITT	300.0000	23.4600	7,038.00
INTL FLAVORS& FRAGRANCES SYMBOL: IFF	300.0000	66.5400	19,962.00
LEGG MASON INC SYMBOL: LM	600.0000	25.7200	15,432.00
MADISON SQUARE GARDEN SYMBOL: MSG	375.0000	44.3500	16,631.25
N I I HOLDINGS INC NEW SYMBOL: NIHD	600.0000	7.1300	4,278.00
NATIONAL FUEL GAS CO SYMBOL: NFG	300.0000	50.6900	15,207.00
NEWS CORP LTD CL A CLASS A SYMBOL: NWSA	1,000.0000	25.5100	25,510.00

Investment Detail - Equities (continued)

Equities (continued)	**Quantity**	**Market Price**	**Market Value**
NORTHERN TRUST CORP SYMBOL: NTRS	200.0000	50.1600	10,032.00
OIL-DRI CORP OF AMERICA SYMBOL: ODC	300.0000	27.6000	8,280.00
PEP BOYS-MANNY,MOE&JACK SYMBOL: PBY	400.0000	9.8300	3,932.00
ROGERS COMMUN INC CL B F CLASS B SYMBOL: RCI	500.0000	45.5200	22,760.00
STATE STREET CORP SYMBOL: STT	200.0000	47.0100	9,402.00
TIME WARNER INC NEW SYMBOL: TWX	200.0000	47.8300	9,566.00
TREDEGAR CORPORATION SYMBOL: TG	300.0000	20.4200	6,126.00
UNITED STATES CELLULAR SYMBOL: USM	600.0000	35.2400	21,144.00
VIACOM INC CL A NEW SYMBOL: VIA	400.0000	54.2700	21,708.00
WASTE MANAGEMENT INC DEL SYMBOL: WM	600.0000	33.7400	20,244.00
WATTS WATER TECH INC A CLASS A SYMBOL: WTS	200.0000	42.9900	8,598.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
XYLEM INC SYMBOL: XYL	600.0000	27.1000	16,260.00
ZEP INC SYMBOL: ZEP	700.0000	14.4400	10,108.00
Total Equities	**25,709.0000**		**852,072.91**

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value
RYMAN HOSPITALITY PPTYS SYMBOL: RHP	339.0000	38.4600	13,037.94
Total Other Assets	**339.0000**		**13,037.94**

Total Investment Detail **902,651.93**

Total Account Value **902,651.93**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

	This Period		Year to Date	
Income Summary	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.01	0.00	0.01
Cash Dividends	0.00	47,955.67	0.00	93,521.77
Total Capital Gains	0.00	24,677.42	0.00	24,677.42
Total Income	**0.00**	**72,633.10**	**0.00**	**118,199.20**
Interest Paid on Margin Loan-This Period [2]		(25.44)		
Interest Paid on Margin Loan-Year to Date [2]		(90.50)		

[2]Certain margin loan interest may be deductible, consult your tax advisor.

Margin Loan Information	Margin Loan Balance	Funds Available to Withdraw*	Securities Buying Power*	Margin Loan Rates Vary by Balance
This Period	0.00	1,265,819.02	2,531,638.04	6.00% - 8.50%

The opening margin loan balance for the statement period was $(203,562 70).
*Values include any cash plus the amount available using margin borrowing.

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	**Quantity**	**Market Price**	**Market Value**	**Current Yield**
SCHWAB US TREAS MONEY FD: SWUXX (M)	1,212.0200	1.0000	1,212.02	0.01%
Total Money Market Funds [Sweep]			**1,212.02**	
Total Money Market Funds [Sweep]			**1,212.02**	

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value
PIMCO HIGH YIELD FUND (M),◊ INST CL SYMBOL: PHIYX	30,352.1420	9.6400	292,594.65
PIMCO TOTAL RETURN FUND (M),◊ INSTL CL SYMBOL: PTTRX	26,600.6470	11.2400	298,991.27
PIMCO UNCONSTRAINED BD (M),◊ FD INST CL SYMBOL: PFIUX	23,546.5060	11.4800	270,313.89
TEMPLETON GLOBAL BOND (M),◊ FUND ADV CL SYMBOL: TGBAX	23,190.0190	13.3400	309,354.85
Total Bond Funds	**103,689.3140**		**1,171,254.66**

Equity Funds	Quantity	Market Price	Market Value
DIAMOND HILL LARGE CAP (M),◊ FUND CL I SYMBOL: DHLRX	19,740.9350	16.6100	327,896.93
IVA WORLDWIDE FD CL I (M),◊ SYMBOL: IVWIX	51,636.3980	15.9000	821,018.73
LAZARD EMRG MKTS INST (M),◊ SHARE SYMBOL: LZEMX	7,573.9380	19.5400	147,994.75

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	**Quantity**	**Market Price**	**Market Value**
LAZARD EMRG MKTS INST (M),♀ SHARE SYMBOL: LZEMX	4,906.7710	19.5400	95,878.31
Total Equity Funds	**83,858.0420**		**1,392,788.72**
Total Mutual Funds	**187,547.3560**		**2,564,043.38**

Total Investment Detail	**2,565,255.40**
Total Account Value	**2,565,255.40**

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/05/12	12/04/12	Sold	PIMCO TOTAL RETURN FUND INSTL CL: PTTRX	(17,611.6840)	11.6400	204,950.05
12/12/12	12/12/12	Reinvested Shares	PIMCO TOTAL RETURN FUND INSTL CL: PTTRX	349.8300	11.3600	(3,974.07)
12/12/12	12/12/12	Reinvested Shares	PIMCO TOTAL RETURN FUND INSTL CL: PTTRX	256.7750	11.3600	(2,916.96)
12/12/12	12/12/12	Reinvested Shares	PIMCO UNCONSTRAINED BD FD INST CL: PFIUX	27.1470	11.6500	(316.26)

Statement of Value and Activity

12/01/2012 to 12/31/2012

Radcliffe International Ultra Short Duration Fund, Ltd.

records@astraeusadvisers.com
records@astraeusadvisers com
300 S. Northwest Highway
Suite 309
Park Ridge, IL 60068

Account ID:	McNeill	Attention:	
Account Name	Corbin A. & Dorice S McNeill Foundation	Fax Number:	
Currency:	United States Dollar	Email:	records@astraeusadvisers com

For Your Information

Your Statement of Value and Activity has been designed to keep you up-to-date on the activity in your account. It provides you with an easy to read summary of your account balance and history of your transactions during the period.

Your Portfolio Value

Class Series	Beginning Shares	Start NAV*		Beginning Market Value	Subscriptions/ Redemptions	Profit/ Loss	Ending Shares	Ending NAV*		Ending Market Value
USDOffSer_B	8,832 715	107 62	$	950,611 62	(100,000 00)	4,790 28	7,908 212	108 17	$	855,401 90
Total			$	950,611 62	(100,000 00)	4,790 28			$	855,401 90

Your Transaction Activity

Transaction Date	Class Series	Acct ID	Activity Description	Share Amount		Price Per Share*		Cash Amount
12/31/2012	USDOffSer_B	McNeill	Redemption	(924 502)	$	108 17	$	(100,000 00)

(*) Net asset value per share has been rounded to two decimal places for presentation purposes.

Morgan Stanley Fund Services
Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda
Tel +1-441-296-7111
Fax +353-1-438-8994

Corbin McNeill
Corbin & Dorice McNeill Foundation
525 NW Ridge Rd
Jackson, Wyoming 83001 United States

07-Jan-2013

Ref No I000022410

Re: Corbin and Dorice McNeill Foundation

Tiger Consumer Partners Offshore, Ltd.

Share Summary (Unaudited)

For the period 01-Dec-2012 to 31-Dec-2012

(All values reflected in USD unless otherwise noted)

Class A Series 1

	No. Units	NAV	Value
Share Value as of 30-Nov-2012	366 329885	1,561 888147	572,166 31
Share Value as of 31-Dec-2012	366 329885	1,521 998133	557,553 40
Net Return* for the Period			(2 554)%

Please note that there was no income allocated to your account during the period from investments in "New Issues".

*Net Returns are geometrically linked time weighted calculations.

Total Value as of 31-Dec-2012	**557,553.40**

Our records indicate that your account has the following attribute(s) shown below. If you have any questions regarding these terms and their definitions, please consult the Fund's offering documents.

Investor's Benefit Plan Status: Not a Benefit Plan Investor ***
Investor's New Issue Status under FINRA 5130: Eligible
Investor's New Issue Status under FINRA 5131: Not Covered Investor

All instructions for pending orders received by MSFS are indicated below.

No Pending Orders

*** Based on the information contained in the subscription documents, the term "Not a Benefit Plan Investor" refers to any investor who has indicated in the subscription documents that it is not a benefit plan investor under ERISA or the Internal Revenue Code.

Please carefully review all information in this Share Summary, to the extent applicable, including values, quantities, instructions, share class, currencies, dates, status information, pending orders, and contacts. Pending orders are subject to approval by the Fund. If you suspect that any information may be incorrect or that changes are required, please immediately notify the administrator at MSFS.Investor.Services@msfundservices.com.

A copy of this record has been sent to the persons below.

Charles Schwab 41651507
Cost Basis - Realized Gain/(Loss)
Statement A

Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
Advisory Board Co	1/18/2012	7/8/2008	33	2,550	1,323		1,227
Advisory Board Co	1/18/2012	3/31/2009	7	541	114		427
Advisory Board Co	5/10/2012	3/31/2009	20	1,853	326		1,527
Affiliated Managers GRP	9/18/2012	8/18/2009	25	3,159	1,578		1,581
Brady Corporation CL A	8/1/2012	8/3/2011	8	213	230	-17	
Brady Corporation CL A	7/30/2012	12/19/2007	22	591	770		-180
Brady Corporation CL A	8/1/2012	12/19/2007	35	932	1,226		-294
Brady Corporation CL A	8/1/2012	12/19/2007	48	1,278	1,835		-557
Brady Corporation CL A	8/1/2012	12/19/2007	70	1,864	2,451		-588
Brady Corporation CL A	8/1/2012	12/2/2008	100	2,663	1,977		685
Brady Corporation CL A	8/1/2012	4/20/2009	40	1,065	732		333
Carlisle Companies Inc	12/18/2012	8/6/2009	41	2,387	1,324		1,063
Carlisle Companies Inc	12/18/2012	10/21/2009	19	1,106	647		459
Daktronics Inc	9/20/2012	12/7/2011	25	240	245	-5	
Daktronics Inc	7/30/2012	6/15/2009	12	94	89		5
Daktronics Inc	9/20/2012	6/15/2009	120	1,153	889		263
Daktronics Inc	9/20/2012	8/7/2009	140	1,345	1,203		142
Daktronics Inc	9/20/2012	4/15/2010	140	1,345	1,128		217
Daktronics Inc	9/20/2012	3/28/2011	200	1,921	2,200		-279
Liquidity Services Inc	2/22/2012	5/16/2011	20	855	380	475	
Liquidity Services Inc	2/22/2012	5/13/2011	34	1,453	659	795	
Liquidity Services Inc	4/18/2012	5/16/2011	60	3,144	1,141	2,002	
LKQ Corp	6/21/2012	7/2/2008	61	2,184	1,119		1,065
LKQ Corp	6/21/2012	11/25/2008	39	1,396	399		998
LKQ Corp	11/5/2012	11/25/2008	240	2,118	511		1,607
LKQ Corp	12/17/2012	11/25/2008	240	4,973	1,226		3,747
Owens & Minor Inc Holdings	8/3/2012	12/7/2011	14	394	410	-16	
Owens & Minor Inc Holdings	7/30/2012	12/19/2007	87	2,466	2,321		144
Owens & Minor Inc Holdings	8/3/2012	12/19/2007	19	534	507		27
Owens & Minor Inc Holdings	8/3/2012	2/18/2010	90	2,531	2,769		-238
Owens & Minor Inc Holdings	8/3/2012	11/18/2010	50	1,406	1,442		-36
Peets Coffee & Tea Inxxx	10/30/2012	12/7/2011	4	294	240	54	
Peets Coffee & Tea Inxxx	5/10/2012	3/18/2008	20	1,286	403		884
Peets Coffee & Tea Inxxx	10/30/2012	3/18/2008	20	1,470	403		1,067
Peets Coffee & Tea Inxxx	10/30/2012	8/11/2009	60	4,410	1,627		2,783
Rofin-Sinar Technologie	5/15/2012	8/7/2009	101	2,222	2,308		-86
Rofin-Sinar Technologie	5/16/2012	8/7/2009	39	850	891		-41
Rofin-Sinar Technologie	5/16/2012	12/15/2009	17	371	399		-27
Rofin-Sinar Technologie	5/16/2012	12/17/2009	103	2,246	2,400		-154
Sally Beauty Holding	4/18/2012	12/19/2007	120	3,057	1,268		1,790
Simpson Manufacturing	5/1/2012	12/19/2007	92	2,844	2,421		423
Simpson Manufacturing	5/2/2012	12/19/2007	33	1,025	868		157
Simpson Manufacturing	5/2/2012	4/20/2009	45	1,398	898		500
				71,227	47,297		

Charles Schwab 51358661
Cost Basis - Realized Gain/(Loss)
Statement B

Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
IVA Worldwide FD CL	12/20/2012	6/11/2009	3125	49,925	46,340		3,585
PIMCO Total Return Fun	12/4/2012	2/22/2010	175.64	2,044	1,924		120
PIMCO Total Return Fun	12/4/2012	2/22/2010	244.82	2,849	2,682		167
PIMCO Total Return Fun	12/4/2012	2/22/2010	10074.15	117,235	110,352		6,882
PIMCO Total Return Fun	12/4/2012	2/26/2010	49.56	577	543		33
PIMCO Total Return Fun	12/4/2012	3/2/2010	174.93	2,036	1,916		120
PIMCO Total Return Fun	12/4/2012	3/9/2010	209.07	2,432	2,290		143
PIMCO Total Return Fun	12/4/2012	3/31/2010	14.85	173	163		10
PIMCO Total Return Fun	12/4/2012	3/31/2010	231.6	2,695	2,537		158
PIMCO Total Return Fun	12/4/2012	4/30/2010	0.07	1	1		0
PIMCO Total Return Fun	12/4/2012	4/30/2010	252.34	2,937	2,764		172
PIMCO Total Return Fun	12/4/2012	5/28/2010	231.84	2,698	2,540		158
PIMCO Total Return Fun	12/4/2012	6/10/2010	5952.75	69,273	65,206		4,068
				254,875	239,258		

Charles Schwab 61575874
Cost Basis - Realized Gain/(Loss)
Statement C

Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
N I I Holdings Inc New	2/24/2012	10/3/2012	100	741	2,045	-1,304	
American Express Comp	4/19/2012	9/1/2005	200	11,477	9,651		1,826
Diageo PLC New Adr	4/19/2012	9/1/2005	100	10161 42	5,944		4,217
Exelis Inc	4/19/2012	9/1/2005	200	2,313	2,509		-196
Exelis Inc	4/19/2012	11/16/2005	400	4,626	4,753		-127
GATX Corp	4/19/2012	7/31/2006	500	21,141	19,455		1,686
General Mills Inc	4/19/2012	9/1/2005	100	3,896	2,312		1,585
General Mills Inc	4/19/2012	9/1/2005	200	7,792	4,624		3,168
Intermec Inc	4/19/2012	7/7/2010	100	529	1,010		-480
Intermec Inc	4/19/2012	7/7/2010	200	1,059	2,020		-961
Intermec Inc	4/19/2012	7/7/2010	200	1,059	2,020		-961
National Fuel Gas Co	4/19/2012	8/11/2008	2	82	93		-11
National Fuel Gas Co	4/19/2012	8/11/2008	198	8,917	9,237		-320
Thomas & Betts Corp	4/19/2012	1/6/2011	100	7,185	4,808		2,376
Thomas & Betts Corp	4/19/2012	1/6/2011	100	7,185	4,808		2,376
Thomas & Betts Corp	4/19/2012	1/6/2011	200	14,369	9,617		4,753
De Master Binders Ord	7/2/2012	1/11/2011	1000	9,800	9,800		0
Clarcor Inc	7/3/2012	9/1/2005	100	4,860	2,864		1,996
Gaylord Entertnmt Cor	7/3/2012	11/20/2008	400	15,459	2,560		12,899
Viacom Inc CL A New	7/3/2012	9/1/2005	100	5,189	4,123		1,066
Brown Forman Corp CL B	8/13/2012	9/1/2005	0 5	31	15		16
Federal Mogul Corp	9/10/2012	1/19/2010	300	3,296	5,478		-2,181
American Express Comp	10/3/2012	9/1/2005	200	11,411	9,651		1,760
N I I Holdings Inc New	10/3/2012	10/14/2010	500	3,707	18,966		-15,259
Ryman Hospitality PPTYS	10/3/2012	11/20/2008	300	11,991	1,920		10,071
Waste Mgmt Inc	10/3/2012	9/1/2005	200	6,331	5,548		782
Watts Water Tech Inc A	10/3/2012	7/31/2006	200	7,641	5,872		1,769
Federal Mogul Corp	10/17/2012	1/19/2010	200	1,938	3,652		-1,714
Cooper Industries PLCX	12/3/2012	9/1/2005	300	23,810	9,472		14,337
Eaton Corp Plc	12/4/2012	12/3/2012	0 43	22	23	0 21	0
CNH Global NV New	12/4/2012	11/16/2005	500	23,907	8,385		15,522

	Proceeds	Cost	G/L
CS5874	231,925	173,235	58,690
CS1507	71,227	47,297	23,930
CS8661	254,875	239,258	15,617
Radcliffe	983,271	953,022	30,249
Ref Partners K-1			(389,879)
Total	1,541,298	1,412,812	(261,393)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CORBIN A & DORICE S. MCNEILL FOUNDATION F/K/A MCNEILL FAMILY FOUNDATION	Employer identification number (EIN) or 36-4475641
	Number, street, and room or suite no. If a P O box, see instructions C/O DORICE MCNEILL 525 NW RIDGE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions JACKSON, WY 83001	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ DORICE S MCNEILL

  Telephone No. ▶ 307 733-9278 FAX No ▶

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

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 9,092.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 13,514.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ ACCOUNTANT Date ▶ 08/13/2013