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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation MCNEELY FOUNDATION		A Employer identification number 41-1392221
Number and street (or P O box number if mail is not delivered to street address) 444 PINE STREET	Room/suite	B Telephone number (see instructions) 651 228-4500
City or town, state, and ZIP code ST PAUL, MN 55101		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21,789,369	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	58,030			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	33,514			
4 Dividends and interest from securities	262,201	335,139		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	126,520			
b Gross sales price for all assets on line 6a	304,224			
7 Capital gain net income (from Part IV, line 2) LIMITED		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) PSHP K-1	84,479	297,702		
12 Total. Add lines 1 through 11	564,744	632,841	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 1	4,000	2,000		2,000
c Other professional fees (attach schedule)	59,435	13,049		46,386
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 1	34,049	43,364		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 1	21,108	444		18,743
24 Total operating and administrative expenses. Add lines 13 through 23	118,592	58,857	0	67,129
25 Contributions, gifts, grants paid	916,579			921,579
26 Total expenses and disbursements. Add lines 24 and 25	1,035,171	58,857	0	988,708
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	(470,427)			
b Net investment income (if negative, enter -0-)		573,984		
c Adjusted net income (if negative, enter -0-)			0	

12

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	206,794	240,107	240,107
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>134,505</u>			
		Less allowance for doubtful accounts ▶	90,773	134,505	134,505
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶		0	
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ <u>376,000</u>			
		Less allowance for doubtful accounts ▶	426,000	376,000	376,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			265,980
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) <u>STMT 2</u>	7,727,079	7,576,329	14,334,404
	c	Investments - corporate bonds (attach schedule) <u>STMT 2</u>	952,940	961,768	1,034,941
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) <u>STMT 2</u>	3,095,895	2,742,239	5,403,432
14		Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		0	
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12,499,481	12,030,948	21,789,369
17		Accounts payable and accrued expenses	29,548	14,440	
18		Grants payable	10,000	5,000	
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ <u>DEFERRED TAXES</u>)	135,793	135,793	
	23	Total liabilities (add lines 17 through 22)	175,341	155,233	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <u>2</u> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <u>X</u>			
	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	12,324,140	11,875,714	
	30	Total net assets or fund balances (see instructions)	12,324,140	11,875,714	
	31	Total liabilities and net assets/fund balances (see instructions)	12,499,481	12,030,948	

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	12,324,140
2	Enter amount from Part I, line 27a	2	(470,427)
3	Other increases not included in line 2 (itemize) ▶ <u>INTERPERIOD TRANSFER</u>	3	22,001
4	Add lines 1, 2, and 3	4	11,875,714
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	11,875,714

Form 990-PF (2012)

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 CHARLES SCHWAB - LTCG DISTRIB.		P		
b CHARLES SCHWAB - PUBLICLY TRADED S/T		P		
c CHARLES SCHWAB - PUBLICLY TRADED L/T		P		
d AL FRANK FUNDS - LTCG DISTRIB		P		
e PSHP INVESTMENTS - SCH. K-1		P		
(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 11,220		0	11,220	
b 0		2,038	(2,038)	
c 17,089		0	17,089	
d 47,792		0	47,792	
e 33,268		111,338	(78,070)	
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		0	11,220	
b		0	(2,038)	
c		0	17,089	
d		0	47,792	
e		0	(78,070)	
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; padding: 2px;">2</div> </div> </div>		(4,007)
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		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; padding: 2px;">3</div> </div> </div>		-0-

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	937,025	20,400,244	0.0459
2010	773,226	19,680,208	0.0393
2009	1,186,009	18,503,925	0.0641
2008	1,640,968	23,795,273	0.0690
2007	1,035,197	25,782,152	0.0402
2 Total of line 1, column (d)			0.2585
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			0.0517
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			20,351,675
5 Multiply line 4 by line 3			1,052,182
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,740
7 Add lines 5 and 6			1,057,922
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			988,708

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	11,480
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	11,480
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,480
6 Credits/Payments 2011 O/P			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 24,008		
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	24,008	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,528	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 12,528 Refunded 0	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MINNESOTA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address MCNEELYFOUNDATION.ORG				
14	The books are in care of KAREN REYNOLDS Telephone no 651 228-4500			
	Located at 444 PINE STREET, ST. PAUL, MN ZIP+4 55101-2453			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			15
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country _____	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here _____	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? PERCEPTUM CAPITAL LP	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 3				

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

Form 990-PF (2012)

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	14,771,524
b	Average of monthly cash balances	1b	357,319
c	Fair market value of all other assets (see instructions)	1c	5,532,756
d	Total (add lines 1a, b, and c)	1d	20,661,599
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,661,599
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	309,924
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,351,675
6	Minimum investment return. Enter 5% of line 5	6	1,017,584

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

1	Minimum investment return from Part X, line 6	1	1,017,584
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,480
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,480
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,006,104
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,006,104
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,006,104

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	988,708
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	988,708
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	988,708

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				1,006,104
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			981,469	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 0				
f Total of lines 3a through e 0				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 988,708				
a Applied to 2011, but not more than line 2a . . .			981,469	
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				
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))				7,264
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				998,840
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)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0

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))

ARMAR A. ARCHBOLD - SEE STMT 3

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

NONE

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

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

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

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

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

LETTER FORM: TAX EXEMPTION LETTER; INTENDED USE OF FUNDS - SEE MCNEELYFOUNDATION.ORG

c Any submission deadlines:

NONE

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

NO GRANTS TO INDIVIDUALS

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 4				
Total ▶ 3a				0
b Approved for future payment SEE STATEMENT 2				
Total ▶ 3b				0

Enter gross amounts unless otherwise indicated

13 Total. Add line 12, columns (b), (d), and (e)	13	506,714
(See worksheet in line 13 instructions to verify calculations)		

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes	N/A
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[illegible]

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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]




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

If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N / A		

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here				May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No
	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	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no			

McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part I

	(a) Revenue and Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Disbursements For Charitable Purposes
<u>Other Professional Fees - Line 16(c)</u>				
Investment management fee	7,049	7,049		
Consulting - investment performance	6,000	6,000		
Grant/Program consulting	46,386			46,386
	59,435	13,049	-	46,386
<u>Taxes - Line 18</u>				
Federal income taxes	32,120	32,120		
Foreign W/H taxes	1,904	11,219		
State fees	25	25		
	34,049	43,364	-	-
<u>Other Expenses - Line 23</u>				
Bank service charges	888	444		444
Travel - Meals	3,843			1,922
Education - seminars	952			952
Computer expenses	12,192			12,192
Miscellaneous expenses	3,233			3,233
	21,108	444	-	18,743

McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part II

Line 7 - Notes and Loans Receivable

	Book Value		Fair
	Beginning	Ending	Market Value
Program Related - Kinnickinnic River Land Trust	266,000	266,000	266,000
Grantee Loans	160,000	110,000	110,000
	426,000	376,000	376,000

Line 10(b) - Investments/Corporate Stock

RBC Dain Rauscher Wealth Mgmt account				
U S Equities	300	2,574,703	2,622,733	9,405,513
International Equities	300	725,575	725,575	1,399,533
		3,300,278	3,348,308	10,805,046
Charles Schwab institutional account				
U S Equities	600	209,432	308,228	306,140
Other Invms	600	139,589		
		349,021	308,228	306,140
AI Frank Funds account	700	657,552	721,082	889,081
AllianceBernstein investment account	800	3,045,435	3,079,373	2,183,371
Charles Schwab institutional acct - Pshp Interests		-	119,338	150,766
		7,352,286	7,576,329	14,334,404

Line 10(c) - Investments/Bonds

Charles Schwab institutional account				
Corporate bonds	600	812,322	850,778	914,207
Convertible bonds	600	140,619	110,990	120,734
		952,941	961,768	1,034,941

Line 15 - Other Assets

AIF V Private LLC		374,481	346,868	139,870
Global Private LLC		98,893	384,723	299,235
TL Ventures V LLC		927,092	62,556	354,585
Perceptum Capital LP		384,723	876,251	287,702
Private Varde LP		750,000	140,980	84,548
Varde Fund LP		211,382	339,895	992,478
Varde VIII LP		349,324	216,173	247,970
Varde Invmt Ptns		-	-	2,622,251
Private investments - common stock		374,793	374,793	374,793
		3,470,688	2,742,239	5,403,432

Total investments		11,775,915	11,280,336	20,772,777
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Form 990-PF, Part XV

Line 3(b) - Approved for Future Pmt

Amherst Wilder Foundation	10,000	5,000
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McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part VII

Line 1 - Officers and Directors

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

Form 990-PF, Part XV

Line 1(a) - Managers contributing > 2% in any Tax Year

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

McNèely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part XV

Line 3 - Grants and Contributions Paid During the Year

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
American Indian College Fund P O Box 172449 Denver, CO 80217-9797	n/a	501(c)(3)	General operating support	\$2,500
American Indian Family Center 579 Wells Avenue Saint Paul, MN 55130	n/a	501(c)(3)	Wounspe Wawokiya program support	\$20,000
American Indian Family Center 579 Wells Avenue Saint Paul, MN 55130	n/a	501(c)(3)	Fiscal Agent for East Side Prosperity Campaign	\$20,000
American Red Cross P O Box 4002018 Des Moines, IA 50340-2018	n/a	501(c)(3)	Disaster Relief	\$2,500
Amherst H Wilder Foundation 451 Lexington Parkway N Saint Paul, MN 55104	n/a	501(c)(3)	Building On the Legacy Endowment Campaign	\$10,000
Angel Flight Central Charles B Wheeler Downtown Airport 10 Richards Road Kansas City, KS 64116	n/a	501(c)(3)	General operating support	\$200
Animal Ark 809 E 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	General operating support	\$2,000
Animal Humane Society 845 Meadow Lane N Golden Valley, MN 55422	n/a	501(c)(3)	General operating support	\$250
ArtStart 1459 St Claire Avenue Saint Paul, MN 55105	n/a	501(c)(3)	Summer Youth Program	\$7,500
Association of Small Foundations P O Box 247 Winooski, VT 05404-9901	n/a	501(c)(3)	General operating support	\$950
Assumption Church 51 West 7th Street Saint Paul, MN 55102	n/a	501(c)(3)	Membership Support	\$1,000
Bolder Options 2100 Stevens Avenue S Minneapolis, MN 55404	n/a	501(c)(3)	East Side Youth Mentoring Program	\$7,500

McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part XV

Line 3 - Grants and Contributions Paid During the Year

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Boston College More Hall, Room 220 Chestnut Hill, MA 02467	n/a	501(c)(3)	General operating support	\$2,000
Breakthrough Saint Paul 2051 Larpenteur Avenue E Saint Paul, MN 55109	n/a	501(c)(3)	Support for the Student & Family Liaison Position	\$20,000
Caring Bridge 1715 Yankee Doodle Road, Suite 301 Eagan, MN 55121	n/a	501(c)(3)	General operating support	\$70
Catholic Services Appeal Archdiocese of Saint Paul/Minneapolis 226 Summit Avenue Saint Paul, MN 55102	n/a	501(c)(3)	General operating support	\$120
Central Ohio Diabetes Association 1100 Dennison Avenue Columbus, OH 43201	n/a	501(c)(3)	General operating support	\$50
Chartwell School 2511 Numa Watson Road Seaside, CA 93955-6774	n/a	501(c)(3)	General operating support	\$15,000
Community Design Center of Minnesota 731 East 7th Street, Suite 100 Saint Paul, MN 55106	n/a	501(c)(3)	Youth Enterprise In Food and Ecology Project Support	\$20,000
Conquering King Fellowship 1835 10th Avenue Newport, MN 55055	n/a	501(c)(3)	General operating support	\$1,000
Conservation Corps Minnesota 2715 Upper Afton Road Maplewood, MN 55119	n/a	501(c)(3)	Youth Outdoors Program	\$8,000
Convent of the Visitation School 2455 Visitation Drive Mendota Heights, MN 55120	n/a	501(c)(3)	General operating support	\$200
Courage Center 3915 Golden Valley Road Golden Valley, MN 55422	n/a	501(c)(3)	General operating support	\$2,000
Crohn's and Colitis Foundation 386 Park Ave , 17th Floor New York, NY 10016	n/a	501(c)(3)	General operating support for Camp Oasis	\$60

McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part XV

Line 3 - Grants and Contributions Paid During the Year

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Dakota Foundation 597 Wiggins Road Saint Paul, MN 55119-6924	n/a	501(c)(3)	General operating support	\$1,000
Dayton's Bluff District 4 Community C 798 E 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	Full Engagement Campaign	\$15,000
Delancey Street Foundation 600 Embarcadero San Francisco, CA 94107	n/a	501(c)(3)	General operating support	\$10,000
The Dougy Center P O Box 86852 Portland, OR 97286	n/a	501(c)(3)	General operating support	\$2,000
Eagle Brook Church 5212 130th Street White Bear Lake, MN 55110	n/a	501(c)(3)	General operating support	\$1,000
East Side Arts Council 977 Payne Avenue Saint Paul, MN 55130	n/a	501(c)(3)	ArtsInfusion Program for East Side Youth	\$20,000
East Side Neighborhood Development Company 925 Payne Avenue, Suite 201 Saint Paul, MN 55130	n/a	501(c)(3)	Community of Choice Campaign	\$60,000
Emergency Shelter of the Fox Valley P O Box 341 Appleton, WI 54912	n/a	501(c)(3)	General operating support	\$100
Feline Rescue, Inc 593 Fairview Ave , N Saint Paul, MN 55104	n/a	501(c)(3)	General operating support	\$500
Film Society of Minneapolis/St Paul 125 SE Main Street Minneapolis, MN 55414	n/a	501(c)(3)	General operating support	\$500
First Unitarian Church of Portland 1034 SW 13th Avenue Portland, OR 97205	n/a	501(c)(3)	General operating support	\$2,000
Franklin College Switzerland 91-31 Queens Boulevard Elmhurst, NY 11373	n/a	501(c)(3)	Alumni Fund	\$10,000

McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part XV

Line 3 - Grants and Contributions Paid During the Year

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Friends of the Mississippi River 360 N Robert Street Saint Paul, MN 55101	n/a	501(c)(3)	Mounds Park Restoration Project	\$10,000
Garden of Hope Montessori School 2446 E County Road F White Bear Lake, MN 55110	n/a	501(c)(3)	General operating support	\$100
Gardening Matters 4114 39th Avenue S Minneapolis, MN 55406	n/a	501(c)(3)	East Metro Community Garden East Side Spring Resource Fair	\$20,000
Grants Managers Network 1101 14th Street NW, Suite 420 Washington, DC 20005	n/a	501(c)(3)	General operating support	\$500
Greater Twin Cities United Way 404 S Eighth Street Minneapolis, MN 55404-1084	n/a	501(c)(3)	General operating support	\$26,156
Harvesters Community Foundation 3801 Topping Avenue Kansas City, MO 64129	n/a	501(c)(3)	General operating support	\$250
Heifer International P O Box 8058 Little Rock, AR 72203	n/a	501(c)(3)	General operating support	\$700
Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002-4999	n/a	501(c)(3)	General operating support	\$80
Highland Catholic School 2017 Bohland Avenue Saint Paul, MN 55104	n/a	501(c)(3)	General operating support	\$130
Hmong American Partnership 1075 Arcade Street Saint Paul, MN 55106	n/a	501(c)(3)	Paths To Home Ownership Program	\$10,000
Holy Trinity Lutheran Church 1300 E Main Street New Prague, MN 56071	n/a	501(c)(3)	General operating support	\$1,000
House of Representatives Speaker of the House 100 Dr Martin Luther King Blvd Saint Paul, MN 55155	n/a	501(c)(3)	High School Page Program	\$1,000

McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part XV

Line 3 - Grants and Contributions Paid During the Year

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Innocence Project of Minnesota 1536 Hewitt Avenue, MS-D2205 Saint Paul, MN 55104	n/a	501(c)(3)	General operating support	\$2,000
Kansas University Medical Center 3901 Rainbow Blvd Kansas City, KS 66160-7804	n/a	501(c)(3)	General operating support	\$500
Kayne-Eras Center 5350 Machado Road Culver City, CA 90230	n/a	501(c)(3)	General operating support	\$10,000
KBEM-FM Jazz 88.5 1555 James Ave N Minneapolis, MN 55411	n/a	501(c)(3)	Frank Engdahl Memorial Fund	\$1,000
Kinnickinnic River Land Trust P O Box 87 River Falls, WI 54022	n/a	501(c)(3)	General Operating Support	\$10,000
Lakes Area Pregnancy Support Center 413 8th Avenue NE Brainerd, MN 56401	n/a	501(c)(3)	General operating support	\$350
Laurelhurst School Foundation 840 NE 41st Avenue Portland, OR 97232	n/a	501(c)(3)	General operating support	\$1,000
Lao Family Community of Minnesota 320 W University Avenue Saint Paul, MN 55103	n/a	501(c)(3)	Passages Program for girls	\$10,000
Latino Economic Development Center 1516 East Lake Street, Suite 201 Minneapolis, MN 55407	n/a	501(c)(3)	East Side St Paul Economic Development Programs	\$20,000
Leukemia Society of America-Minnesoc 8441 Wayzata Blvd, Suite 340 St Louis Park, MN 55416	n/a	501(c)(3)	General operating support	\$250
The Lift 925 Payne Avenue Saint Paul, MN 55130	n/a	501(c)(3)	Program support for East Side St Paul youth	\$15,000
Lower Phalen Creek Project 733 East 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	Trail connections, signage, feasibility study	\$30,000

McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part XV

Line 3 - Grants and Contributions Paid During the Year

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Lumen Christi Catholic Community 2055 Bohland Avenue Saint Paul, MN 55116	n/a	501(c)(3)	General operating support	\$100
Mahomedí Food Shelf 700 Mahtomedí Avenue Mahomedí, MN 55110	n/a	501(c)(3)	General operating support	\$100
Mayan Families P O Box 52 Claremont, NC 28610	n/a	501(c)(3)	General operating support	\$233
Merrick Community Services 715 Edgerton Street Saint Paul, MN 55106	n/a	501(c)(3)	Youth Programs Support	\$20,000
Minnesota Center for Environmental A 26 E Exchange St , Suite 206 Saint Paul, MN 55101-1667	n/a	501(c)(3)	General operating support	\$1,500
Minnesota Council on Foundations 100 Portland Ave S , Suite 225 Minneapolis, MN 55401-2575	n/a	501(c)(3)	General operating support	\$2,900
Minnesota Public Radio 45 E 7th Street Saint Paul, MN 55101-2274	n/a	501(c)(3)	General operating support	\$100
Minnesota Sinfonia 901 North Third Street, Suite 112 Minneapolis, MN 55401	n/a	501(c)(3)	Summer Children's Concert and School Music Programs	\$20,000
Mishawaka Foundation 1 Brickyard Drive Bloomington, IN 61701	n/a	501(c)(3)	General operating support	\$3,500
Montessori Traning Center of MN 1611 Ames Avenue Saint Paul, MN 55106	n/a	501(c)(3)	General operating support	\$100
Napa Valley Hospice & Adult Day Cen 414 S Jefferson St Napa, CA 94559	n/a	501(c)(3)	General operating support	\$10,000

McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part XV

Line 3 - Grants and Contributions Paid During the Year

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
National Center for Family Philanthrop 1818 N Street, Suite 300 Washington, DC 20036	n/a	501(c)(3)	General operating support	\$1,200
National Wildlife Federation P O Box 1583 Merrifield, VA 22116-1583	n/a	501(c)(3)	General operating support	\$2,000
Nativity of Our Lord Catholic Church 1900 Wellesley Avenue Saint Paul, MN 55105	n/a	501(c)(3)	General operating support	\$795
Nature Conservancy of Montana 32 S Ewing Helena, MT 59601	n/a	501(c)(3)	General operating support	\$400
Nexus Community Partners 570 Asbury Street, Suite 201 Saint Paul MN 55104	n/a	501(c)(3)	East Side Programming Support	\$75,000
North Heights Lutheran Church 2701 N Rice Street Roseville, MN 55113	n/a	501(c)(3)	General operating support	\$650
Northside Park Soccer Fields P O Box 556 Livingston, MT 59047	n/a	501(c)(3)	General operating support	\$1,000
Northwestern College-KTIS Radio PO Box 130517 Saint Paul, MN 55113-0005	n/a	501(c)(3)	KTIS Radio Support	\$1,000
Opportunity Neighborhood 1417 10th Street NW #104 New Brighton, MN 55112	n/a	501(c)(3)	Ames Lake Apartments Tenant Support Services	\$15,000
Oregon Friends of Shelter Animals 4240 SW 185th Beaverton, OR 97007	n/a	501(c)(3)	General operating support	\$1,000
Park County Community Foundation P O Box 2199 Livingston, MT 59047	n/a	501(c)(3)	General operating support	\$9,400
P E A S E Academy 601 13th Avenue SE Minneapolis, MN 55414	n/a	501(c)(3)	General operating support	\$500

McNeely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part XV

Line 3 - Grants and Contributions Paid During the Year

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Peta Wakin Tipi 459 N Wheeler Street Saint Paul, MN 55104	n/a	501(c)(3)	Youth Education & Leadership Training	\$15,000
Powerderhorn Phillips Wellness & Cul 1527 E Lake Street Minneapolis, MN 55407	n/a	501(c)(3)	East Side St Paul Programming	\$15,000
Project for Pride in Living 1035 E Franklin Avenue Minneapolis, MN 55404	n/a	501(c)(3)	New Foundation Supportive Housing & Services	\$15,000
Roots for the Home Team 5 Yellow Birch Road Saint Paul, MN 55110	n/a	501(c)(3)	Youth Community Gardens and Product Marketing	\$10,000
St Ambrose Catholic Church of Woor 4125 Woodbury Drive Woodbury, MN 55125	n/a	501(c)(3)	General operating support	\$330
St Michael and All Angels Episcopal C 6630 Nall Mission, KS 66202	n/a	501(c)(3)	General operating support	\$1,000
St Paul Academy & Summit School 1712 Randolph Avenue Saint Paul, MN 55105	n/a	501(c)(3)	McNeely Family Library Fund	\$10,000
St Paul Area Council Of Churches 1671 Summit Avenue Saint Paul, MN 55105-1884	n/a	501(c)(3)	Project SPIRIT and Freedom School Program Support	\$15,000
St Paul Covenant 1280 Arcade Street Saint Paul, MN 55106	n/a	501(c)(3)	After-School youth Programs	\$10,000
St Paul Foundation 55 Fifth Street E , Suite 600 Saint Paul, MN 55101-1797	n/a	501(c)(3)	Donor Funding	\$6,000
St Paul Public School District 360 Colbourne Street Saint Paul, MN 55102-3299	n/a	501(c)(3)	Mentoring Programs for East Side Middle Schools	\$98,000

McNèely Foundation
FEIN 41-1392221
Tax Year 2012

Form 990-PF, Part XV

Line 3 - Grants and Contributions Paid During the Year

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
St Paul Public School Foundation 55 Fifth Street E , Suite 600 Saint Paul, MN 55101-1797	n/a	501(c)(3)	Tutoring Partnership	\$20,000
Science Museum of Minnesota 120 W Kellogg Blvd Saint Paul, MN 55102	n/a	501(c)(3)	General operating support	\$1,000
Scholarship America, Inc P O Box 240 St Peter, MN 56082	n/a	501(c)(3)	General operating support	\$3,300
Second Harvest Heartland 1140 Gervais Avenue Saint Paul, MN 55109	n/a	501(c)(3)	General operating support	\$500
Seward Neighborhood Group 2323 E Franklin Avenue Minneapolis, MN 55406	n/a	501(c)(3)	General operating support	\$75
Sholom Foundation 3610 Phillips Parkway St Louis Park, MN 55426	n/a	501(c)(3)	Leo & Doris Hadroff Pavillion for Memory Care	\$250
Sierra Club North Star Chapter 2327 E Franklin Ave , Suite 1 Minneapolis, MN 55406	n/a	501(c)(3)	Trail Access Project Support	\$10,000
Speaking In Tongues P O Box 14374 Saint Paul, MN 55114	n/a	501(c)(3)	Fiscal agent for World Cultures	\$5,000
Susan G Komen Breast Cancer Foun 5005 LBJ Freeway, Suite 250 Dallas, TX 75244	n/a	501(c)(3)	General operating support	\$250
Theatre In The Round 245 Cedar Avenue Minneapolis, MN 55454-1054	n/a	501(c)(3)	General operating support	\$500
Trinity Lutheran Church 115 N 4th Street Stillwater, MN 55082	n/a	501(c)(3)	General operating support	\$280

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Trust For Public Land 2610 University Avenue, Suite 300 Saint Paul, MN 5511	n/a	501(c)(3)	Frogtown Farm and Park Acquisition Support	\$32,000
Twin Cities Local Initiatives 570 Asbury Street, Suite 207 Saint Paul, MN 55104	n/a	501(c)(3)	General operating support	\$5,000
Twin Cities Public Television 172 East Fourth Street Saint Paul, MN 55101	n/a	501(c)(3)	Learning Media Partnership Youth Program	\$7,600
Unitarian Universalist Service Commit P O Box 808 Newark, NJ 07101-0808	n/a	501(c)(3)	General operating support	\$2,000
USO World Headquarters P O Box 96860 Washington, DC 20077	n/a	501(c)(3)	General operating support	\$500
Vietnamese Social Services of Minnes 1159 University Avenue Saint Paul, MN 55104	n/a	501(c)(3)	East Side Children's Summer Program	\$13,000
White Bear Lake Center for the Arts 2228 Fourth Street White Bear Lake, MN 55110	n/a	501(c)(3)	Capital Campaign	\$1,500
White Bear Lake Food Shelf 1884 Whitaker Avenue White Bear Lake, MN 55110	n/a	501(c)(3)	General operating support	\$100
Wildlife Rehabilitation Center of Minne 2530 Dale Street Roseville, MN 55113	n/a	501(c)(3)	General operating support	\$2,000
YouthCare 2701 University Ave SE, Suite 205 Minneapolis, MN 55414	n/a	501(c)(3)	Youth Programs for Girls at McDonough Homes	\$10,000
YWCA Domestic Violence Department 375 S Third Street San Jose, CA 95112	n/a	501(c)(3)	Support Network for Battered Women Program	\$10,000
Total				<u><u>\$921,679</u></u>