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Form 990-PF

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

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation THE NEEL FOUNDATION, A Employer identification number 54-0761588, B Telephone number, C If exemption application is pending, check here, D 1. Foreign organizations, check here, D 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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	56,497	84,021	84,021		
	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 page 15 of the 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					
	10a	Investments—U S and state government obligations (attach schedule)	232,527	237,157	235,394		
	b	Investments—corporate stock (attach schedule)	992,936 <input checked="" type="checkbox"/>	972,362	1,209,372		
	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)	425,332 <input checked="" type="checkbox"/>	408,489	428,751		
	14	Land, buildings, and equipment basis ▶ _____ 11,923 Less accumulated depreciation (attach schedule) ▶ _____ 11,021	1,537 <input checked="" type="checkbox"/>	902			
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,708,829	1,702,931	1,957,538			
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			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	444,469	444,469			
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds	1,264,360	1,258,462				
30	Total net assets or fund balances (see page 17 of the instructions)	1,708,829	1,702,931				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,708,829	1,702,931				

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	1,708,829
2	Enter amount from Part I, line 27a	2	-5,309
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,703,520
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	589
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,702,931

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			

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	707
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	85,578	1,913,070	0.044733
2010	86,104	1,776,125	0.048479
2009	83,228	1,594,563	0.052195
2008	83,248	1,872,697	0.044454
2007	83,070	2,122,264	0.039142

2	Total of line 1, column (d).		2	0.229003
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	0.045801
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4	1,944,226
5	Multiply line 4 by line 3.		5	89,047
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	417
7	Add lines 5 and 6.		7	89,464
8	Enter qualifying distributions from Part XII, line 4.		8	95,509

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	417
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	417
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	417
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	631
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	631
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	214
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 214 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
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? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14 The books are in care of ▶JAMES NEEL Telephone no ▶(914) 271-3428 Located at ▶32 VAN WYCK ST CROTON ON HUDSON NY ZIP+4 ▶10520			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶

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? <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? Yes No

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? Yes No

If "Yes" to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 Additional Data Table				

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	
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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

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	1,894,108
b	Average of monthly cash balances.	1b	79,726
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,973,834
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	1,973,834
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	29,608
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,944,226
6	Minimum investment return. Enter 5% of line 5.	6	97,211

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	97,211
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	417
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	417
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	96,794
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	96,794
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	96,794

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	95,509
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	95,509
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	417
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	95,092

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				96,794
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
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.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>95,509</u>				
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.				95,509
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
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.				1,285
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.				
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)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

- 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

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

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

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

- 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 94,103
b <i>Approved for future payment</i>				
Total				3b

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES A NEEL  32 VAN WYCK ST CROTON ON HUDSON, NY 10520	PRESIDENT 2 00	0	0	0
MARY NEEL GILBERT  155 ANSON VALLEY RD NEW VINYARD, ME 04956	V PRESIDENT 0 00	0	0	0
WENDY NEEL ELLSWORTH  1378 COBBLER ROAD QUAKERTOWN, PA 18951	SECRETARY 0 00	0	0	0
KATHRYN LEEDS NEEL  32 VAN WYCK ST CROTON ON HUDSON, NY 10520	TREASURER 0 00	0	0	0
SOPHIA NEEL KOUNTZ  446 SUGARLAND RUN DRIVE STERLING, VA 20164	DIRECTOR 1 00	0	0	0
AMY BOWEN NEEL  26483 DUTCHER CREEK ROAD CLOVERDALE, CA 95425	DIRECTOR 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AAUW CALIFORNIA 123 MAIN ST SACRAMENTO, CA 94203			DONAION	900
AMERICAN UNIV SCHOOL OF COMM 123 MAIN ST WASHINGTON, DC 20004			DONATION	8,000
ANTLER RIDGE 123 MAIN ST NEWTON, NJ 07860			DONATION	1,000
A VOICE IS HEARD 123 MAIN ST STRASBURG, PA 17579			DONATION	500
BEADS FOR EDUCATION 123 MAIN ST QUAKERTOWN, PA 18951			DONATION	4,100
BENNETT CONSERVATORY OF MUSIC 123 MAIN ST CROTONONHUDSON, NY 10520			DONATION	1,500
BLUE HILL HERITAGE TRUST 123 MAIN ST BLUE HILL, ME 04614			DONATION	500
BRAIN TRAUMA FOUNDATION 123 MAIN ST NEW YORK, NY 10001			DONATION	500
BRIARCLIFF CONGREGATIONAL CHURCH 123 MAIN ST BRIARCLIFF MANOR, NY 10510			DONATION	1,220
BROOKLIN VOL FIRE DEPT 123 MAIN ST BROOKLIN, ME 04616			DONATION	200
CROTON CARING COMMITTEE 123 MAIN ST CROTONONHUDSON, NY 10520			DONATION	250
CROTON TEEN THEATRE 123 MAIN ST CROTONONHUDSON, NY 10520			DONATION	2,500
CENTER FOR SPIRITUAL LIVING SA 123 MAIN ST NEW YORK, NY 10001			DONATION	500
CHOCORUA CHAPEL ASSOC 123 MAIN ST HOLDERNESS, NH 03245			DONATION	250
CLOVERDALE SENIOR CENTER 123 MAIN ST CLOVERDALE, CA 95425			DONATION	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
CLOVERDALE ARTS ALLIANCE 123 MAIN ST CLOVERDALE, CA 95425			DONATION	250
CLOVERDALE PERFORMING ARTS CTR 123 MAIN ST CLOVERDALE, CA 95425			DONATION	500
COMPASSION INTERNATIONAL 123 MAIN ST COLORADO SPRINGS, CO 80904			DONATION	1,000
CONGREGATION HABONIM 123 MAIN ST NEW YORK, NY 10001			DONATION	512
CROTON LIONS CLUB 123 MAIN ST CROTONONHUDSON, NY 10520			DONATION	900
EAGLEBROOK SCHOOL 123 MAIN ST DEERFIELD, MA 01342			DONATION	500
EISENHOWER THEATRE HALL 123 MAIN ST WEST POINT, NY 10996			DONATION	1,790
ELEPHANT SANCTUARY 123 MAIN ST HOHENWALD, TN 38462			DONATION	700
FARM SANCTUARY 123 MAIN ST WATKINS GLEN, NY 14891			DONTAION	500
FINE ARTS CENTER U MASS 123 MAIN ST AMHERST, MA 01003			DONATION	801
FORGOTTEN FELINES INC 123 MAIN ST VALHALLA, NY 10595			DONATION	1,250
FOUNTAIN VALLEY SCHOOL 123 MAIN ST COLORADO SPRINGS, CO 80904			DONATION	500
FOXCROFT SCHOOL 123 MAIN ST MIDDLEBURG, VA 20117			DONATION	1,000
FRANKLIN COUNTY ANIMAL SHELTER 123 MAIN ST LOUISBURG, NC 27549			DONATION	500
FRIENDS OF FIBER ART INTL 123 MAIN ST WESTERN SPRINGS, IL 60558			DONATION	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIEND MEMORIAL LIBRARY 123 MAIN ST BROOKLIN, ME 04616			DONATION	2,035
FRONTIER NURSING SERVICE FNS INC 123 MAIN ST WENDOVER, KY 41775			DONATION	1,250
FRONTIER NURSING UNIVERSITY 123 MAIN ST HYDEN, KY 41749			DONATION	1,250
FUGEES FAMILY 123 MAIN ST SCOTTTDALE, GA 30007			DONATION	2,000
GODFREY DANIELS FOLK MUSIC CLU 123 MAIN ST BETHLEHEM, PA 18015			DONATION	100
GOOD SHEPARD SERVICES 123 MAIN ST NEW YORK, NY 10001			DONATION	500
HAYCOCK VOLUNTEER FD 123 MAIN ST QUAKERTOWN, PA 18951			DONATION	50
HEALTHCARE FDN N SONOMA 123 MAIN ST SONOMA COUNTY, CA 95476			DONATION	1,000
HEIFER INTERNATIONAL 123 MAIN ST LITTLE ROCK, AR 72002			DONATION	400
HOPE'S DOOR 123 MAIN ST PLEASANTVILLE, NY 10570			DONATION	1,500
INSTITUTE FOR THE INT'L EDU OF STUD 123 MAIN ST CHICAGO, IL 60007			DONATION	3,500
KENNEBEC VALLEY COMM COLLEGE 123 MAIN ST FAIRFIELD, ME 04937			DONATION	3,000
KRCB PUBLIC RADIO 123 MAIN ST ROHNERT PARK, CA 94928			DONATION	750
LITTLE ORPHAN ANIMALS 123 MAIN ST PEEKSKILL, NY 10566			DONATION	1,250
LOON PRESERVATION COMMITTEE 123 MAIN ST MOULTONBOROUGH, NH 03254			DONATION	350

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
METROPOLITAN OPERA NATIONAL COUNCIL 123 MAIN ST SEATTLE,WA 98108			DONATION	2,000
MIDDLEBURY COLLEGE 123 MAIN ST MIDDLEBURY,VT 05753			DONATION	500
911 REMEMBRANCE MEMORIAL 123 MAIN ST NEWYORK,NY 10001			DONATION	1,000
NAT'L DISASTER SEARCH DOG FDN 123 MAIN ST OJAI,CA 93023			DONATION	400
NATIONAL ZOO 123 MAIN ST WASHINGTON,DC 20004			DONATION	500
NAT'L TRUST FOR HISTORIC PRESV 123 MAIN ST WASHINGTON,DC 20004			DONATION	350
NATIONAL WASP WWII MUSEUM 123 MAIN ST SWEETWATER,TX 79556			DONATION	250
NATURE'S BEST FOUNDATION 123 MAIN ST MCLEAN,VA 22101			DONATION	2,000
NY BOTANICAL GARDEN 123 MAIN ST BRONX,NY 10005			DONATION	1,500
OAK HILL CEMETARY 123 MAIN ST WASHINGTON,DC 20004			DONATION	2,000
PENDLETON HISTORIC FOUNDATION 123 MAIN ST PENDLETON,SC 29670			DONATION	1,500
PEPPERTREE DOG RESCUE 123 MAIN ST LATHAM,NY 12110			DONATION	500
POTOMAC SCHOOL 123 MAIN ST MCLEAN,VA 22101			DONATION	1,000
RONALD MCDONALD HOUSE 123 MAIN ST NEWYORK,NY 10001			DONATION	195
SAMBURU YOUTH ED FUND 123 MAIN ST FORT COLLINS,CO 80524			DONATION	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SALVATION ARMY 123 MAIN ST ALEXANDRIA, VA 22206			DONATION	1,000
SLEEPY HOLLOW CEMETERY 123 MAIN ST SLEEPY HOLLOW, NY 10591			DONATION	1,000
SOC OF THE CINCINNATI SC 123 MAIN ST CHARLESTON, SC 29401			DONATION	2,000
SQUAM LAKES ASSOCIATION 123 MAIN ST HOLDERNESS, NH 03245			DONATION	1,500
SPCA OF WESTCHESTER 123 MAIN ST BRIARCLIFF MANOR, NY 10510			DONATION	1,000
THE BOMA PROJECT 123 MAIN ST MANCHESTER CENTER, VT 05255			DONATION	500
THE CHILDREN VILLAGE 123 MAIN ST DOBBS FERRY, NY 10522			DONATION	250
THE COLLINGS FOUNDATION 123 MAIN ST STOW, MA 01775			DONATION	850
THE DEERWOOD FOUNDATION 123 MAIN ST HOLDERNESS, NH 03245			DONATION	2,000
THE INNOCENCE PROJECT 123 MAIN ST NEW YORK, NY 10001			DONATION	1,000
THE MADDUX FOUNDATION 123 MAIN ST MCLEAN, VA 22101			DONATION	1,000
THE MADEIRA SCHOOL 123 MAIN ST MCLEAN, VA 22101			DONATION	500
THE NATURE CONSERVATORY 123 MAIN ST ARLINGTON, VA 22101			DONATION	100
THE YOSEMITE CONSERVANCY 123 MAIN ST SAN FRANCISCO, CA 94102			DONATION	1,000
TRI CITIES MINISTRIES LOVE INC 123 MAIN ST GRAND HAVEN, MI 49417			DONATION	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UMOJA UASO WOMENS FUND 123 MAIN ST NEW YORK, NY 10001			DONATION	1,000
UNITED FRIENDS SCHOOL 123 MAIN ST QUAKERTOWN, PA 18951			DONATION	150
UNIVERSITY OF ALBANY FOUNDATION 123 MAIN ST ALBANY, NY 12202			DONATION	1,000
USO 123 MAIN ST WASHINGTON, DC 20004			DONATION	500
US SKI TEAM FOUNDATION 123 MAIN ST PARK CITY, UT 84060			DONATION	100
VINOJA VASO WOMENS FUND INC 123 MAIN ST WASHINGTON, DC 20004			DONATION	1,500
VIRGINIA RUN ELEMENTARY SCHOOL 123 MAIN ST CENTREVILLE, VA 20120			DONATION	500
WATER IS LIFE 123 MAIN ST EDMOND, OK 73003			DONATION	500
WASHINGTON CATHEDRAL 123 MAIN ST WASHINGTON, DC 20004			DONATION	2,500
WLIW21 123 MAIN ST NEW YORK, NY 10001			DONATION	300
WILDLIFE CONSERVATION SOCIETY 123 MAIN ST BRONX, NY 10005			DONATION	1,500
WOUNDED WARRIOR PROJECT 123 MAIN ST TOPEKA, KS 66409			DONATION	500

Total **▶ 3a** 94,103

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172
2012
 Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return THE NEEL FOUNDATION	Business or activity to which this form relates INDIRECT DEPRECIATION	Identifying number 54-0761588
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Part I Election To Expense Certain Property Under Section 179
Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	195

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	440
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	635
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

26 Property used more than 50% in a qualified business use

27 Property used 50% or less in a qualified business use

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with columns (a) through (f) for Vehicle 1 through Vehicle 6. Rows include 30-33 (miles driven) and 34-36 (availability and use).

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

Table for Section C with questions 37-41 and Yes/No columns. Includes a Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Section VI with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2012 tax year (see instructions)

43 Amortization of costs that began before your 2012 tax year **43**

44 Total. Add amounts in column (f). See the instructions for where to report **44**

TY 2012 Accounting Fees Schedule

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,425	2,425		

TY 2012 Compensation Explanation

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Person Name	Explanation
JAMES A NEEL	
MARY NEEL GILBERT	
WENDY NEEL ELLSWORTH	
KATHRYN LEEDS NEEL	
SOPHIA NEEL KOUNTZ	
AMY BOWEN NEEL	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2006-09-21	2,944	2,944	S/L	5 0000				
COMPUTER EQUIP	2007-02-14	3,738	3,676	S/L	5 0000	62	62		
EQUIPMENT	2009-10-31	661	286	S/L	5 0000	133	133		
COMPUTER	2010-05-11	4,580	3,480	200DB	5 0000	440	440		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ML ACCOUNTS SEE ATTACHED	2012-01	PURCHASE	2012-12		4,632				4,632	
ML ACCOUNTS SEE ATTACHED	2011-01	PURCHASE	2012-12		43,845				43,845	

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED	972,362	1,209,372

TY 2012 Investments - Other Schedule

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS SEE ATTACHED	AT COST	408,489	428,751

TY 2012 Land, Etc. Schedule

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	11,923	11,021	902	

TY 2012 Other Decreases Schedule

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Description	Amount
FEDERAL TAXES	589

TY 2012 Other Expenses Schedule

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSE	2,156	2,156		
FOREIGN TAX	989	989		
GIFTS	436	436		
SUPPLIES	1,406			1,406

TY 2012 Other Professional Fees Schedule

Name: THE NEEL FOUNDATION

EIN: 54-0761588

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER FEES	17,335	17,335		