Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: Otto & Edna Neely Foundation

A Employer identification number: 86-0581770

Number and street (or P O box number if mail is not delivered to street address): 325 S Higley Rd

Room/suite: 110

B Telephone number (see instructions)

City or town, state, and ZIP code: Gilbert AZ 85296

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 14,356,618

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

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

	Line	Description	(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)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	305,302	305,302		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	409,200			
	b	Gross sales price for all assets on line 6a 4,806,460				
	7	Capital gain net income (from Part IV, line 2)		409,200		
	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) Stmt 1	4,500			
	12	**Total.** Add lines 1 through 11	719,002	714,502	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	122,590	24,518		98,072
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	8,576	1,715		6,861
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) Stmt 2	124,666	124,666		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	22,609	4,190		8
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	17,791	3,558		14,233
	21	Travel, conferences, and meetings	770			770
	22	Printing and publications	42			42
	23	Other expenses (att. sch) Stmt 4	7,777	631		7,146
	24	**Total operating and administrative expenses.** Add lines 13 through 23	304,821	159,278	0	127,132
	25	Contributions, gifts, grants paid	554,498			554,498
	26	**Total expenses and disbursements.** Add lines 24 and 25	859,319	159,278	0	681,630
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-140,317			
	b	**Net investment income** (if negative, enter -0-)		555,224		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash – non-interest-bearing	9,724	9,118	9,118
2	Savings and temporary cash investments	498,933	1,154,869	1,154,869
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less: allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges		3,739	3,739
10a	Investments – U.S. and state government obligations (attach schedule) Stmt 5	1,539,757	1,300,497	1,307,876
b	Investments – corporate stock (attach schedule) See Stmt 6	7,811,981	7,498,928	9,095,586
c	Investments – corporate bonds (attach schedule) See Stmt 7	2,331,421	2,417,359	2,485,430
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) See Statement 8	544,528	211,517	300,000
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	12,736,344	12,596,027	14,356,618
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	10,384,441	10,384,441	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,351,903	2,211,586	
30	**Total net assets or fund balances** (see instructions)	12,736,344	12,596,027	
31	**Total liabilities and net assets/fund balances** (see instructions)	12,736,344	12,596,027	

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	12,736,344
2	Enter amount from Part I, line 27a	2	-140,317
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,596,027
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	12,596,027

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	409,200
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	-16,956

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	684,829	13,940,173	0.049126
2010	653,842	13,223,239	0.049446
2009	780,880	12,763,077	0.061183
2008	879,440	16,055,091	0.054776
2007	894,575	19,347,024	0.046238

2	**Total** of line 1, column (d)	2	0.260769
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	0.052154
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,092,252
5	Multiply line 4 by line 3	5	734,967
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,552
7	Add lines 5 and 6	7	740,519
8	Enter qualifying distributions from Part XII, line 4	8	681,630

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	11,104
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	0
3	Add lines 1 and 2			3	11,104
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	11,104
6	Credits/Payments.				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,843		
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	14,843
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,739
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,739 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ ottoandednaneelyfoundation.org

14 The books are in care of ▶ Gregory L Bamford Telephone no. ▶
325 S Higley Rd Ste 110
Located at ▶ Gilbert AZ ZIP+4 ▶ 85296

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

				Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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		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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	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?	☐ Yes ☒ 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.)	N/A	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?	N/A	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?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (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?	N/A	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 9				

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 ▶ 0

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
Stifel, Nicolaus & Company, Inc St Louis One Financial Plaza, 501 N Broadway MO 63102	Investment Mgt	124,666
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See 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	12,901,546
b	Average of monthly cash balances	1b	830,309
c	Fair market value of all other assets (see instructions)	1c	575,000
d	**Total** (add lines 1a, b, and c)	1d	14,306,855
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	14,306,855
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	214,603
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,092,252
6	**Minimum investment return.** *Enter 5% of line 5*	6	704,613

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	704,613
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 11,104		
b	Income tax for 2012. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,104
3	Distributable amount before adjustments Subtract line 2c from line 1	3	693,509
4	Recoveries of amounts treated as qualifying distributions	4	4,500
5	Add lines 3 and 4	5	698,009
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	698,009

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	681,630
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	681,630
5	*Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.* Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	681,630

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				698,009
2	Undistributed income, if any, as of the end of 2012.				
a	Enter amount for 2011 only			573,856	
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: ▶ $ 681,630				
a	Applied to 2011, but not more than line 2a			573,856	
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				107,774
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))				
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				590,235
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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

Otto & Edna Neely Foundation
325 S Higley Rd Gilbert AZ 85296

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

Completed application & required attachments

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:

None

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 10				554,498
Total			▶ 3a	554,498
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	305,302	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	409,200	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b Return of Scholarship Funds			25	4,500	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		719,002	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 719,002

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Clifford Neely [signature] 11/13/13 President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Stacy A Schneider	Stacy A Schneider, CPA	11/12/13	

Firm's name ▶	Schneider & Associate CPAs, P.C.	PTIN	P00251594
Firm's address ▶	727 E Bethany Home Rd Ste D122	Firm's EIN ▶	20-3741415
	Phoenix, AZ 85014	Phone no	602-277-2117

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2012

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

Name	Employer Identification Number
Otto & Edna Neely Foundation	86-0581770

	(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)
(1)	American Realty Capital Trust	P	Various	12/18/12
(2)	ATEL Growth Capital Fund V	P	Various	Various
(3)	UST Note CUSIP: 912828AP5	P	01/26/07	11/15/12
(4)	CVS Caremark CUSIP: 12699AWP9	P	04/30/12	12/27/12
(5)	UST Note CUSIP: 912828MP2	P	10/14/11	05/15/12
(6)	Abbott Labs CUSIP: 002819AB6	P	11/07/07	07/13/12
(7)	Costco Whsl CUSIP: 22160KAB1	P	03/31/09	02/08/12
(8)	Fhlmc Note CUSIP: 3134A4QD9	P	Various	06/08/12
(9)	Fhlmc Note CUSIP: 3134A4QD9	P	03/27/09	06/29/12
(10)	Fhlmc Note CUSIP: 3134A4QD9	P	03/27/09	07/16/12
(11)	Gecc Mtn CUSIP: 36962G3T9	P	Various	01/05/12
(12)	Goldman Sachs CUSIP: 38141EA33	P	05/28/09	08/01/12
(13)	Jpmorgan Chase CUSIP: 46625HHP8	P	11/09/10	10/09/12
(14)	Procter Gamble CUSIP: 742718DN6	P	02/05/09	07/11/12
(15)	Target Corp CUSIP: 87612EAH9	P	04/30/09	03/01/12

	(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)
(1)	352,688		300,000	52,688
(2)	33,000		33,011	-11
(3)	185,000		185,000	
(4)	47,263		46,193	1,070
(5)	100,539		96,513	4,026
(6)	109,919		89,933	19,986
(7)	115,508		123,050	-7,542
(8)	100,471		100,151	320
(9)	50,089		50,058	31
(10)	75,000		75,000	
(11)	157,097		149,853	7,244
(12)	159,893		151,407	8,486
(13)	105,948		103,529	2,419
(14)	95,450		80,273	15,177
(15)	150,000		160,947	-10,947

	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))
(1)				52,688
(2)				-11
(3)				
(4)				1,070
(5)				4,026
(6)				19,986
(7)				-7,542
(8)				320
(9)				31
(10)				
(11)				7,244
(12)				8,486
(13)				2,419
(14)				15,177
(15)				-10,947

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	UST Note CUSIP: 912828AP5	P	01/26/07	11/15/12
(2)	UST Note CUSIP: 912828NB2	P	05/20/10	02/14/12
(3)	UST Note CUSIP: 912828NB2	P	05/20/10	04/30/12
(4)	UST Note CUSIP: 912828NC0	P	08/04/10	12/06/12
(5)	UST Note CUSIP: 912828PC8	P	12/15/10	05/15/12
(6)	Cummins Inc CUSIP: 231021106	P	11/10/11	01/13/12
(7)	Human Genome Sciences CUSIP: 4449031	P	02/16/12	07/16/12
(8)	Cummins Inc CUSIP: 231021106	P	09/12/11	01/13/12
(9)	Human Genome Sciences CUSIP: 4449031	P	Various	07/16/12
(10)	Amazon.Com Inc CUSIP: 023135106	P	10/17/08	09/14/12
(11)	Anheuser Busch Inbev CUSIP: 03524A10	P	12/10/10	05/09/12
(12)	Bed Bath & Beyond Inc CUSIP: 0758961	P	Various	06/15/12
(13)	Biogen Idec Inc CUSIP: 09062X103	P	Various	04/23/12
(14)	Cvs Caremark Corp CUSIP: 126650100	P	01/09/09	01/04/12
(15)	Celgene Corp CUSIP: 151020104	P	Various	04/23/12

	(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)
(1)	40,000		40,000	
(2)	67,120		67,403	-283
(3)	200,000		201,203	-1,203
(4)	125,673		125,330	343
(5)	182,995		158,315	24,680
(6)	17,807		17,816	-9
(7)	26,498		17,680	8,818
(8)	13,502		11,776	1,726
(9)	22,718		29,752	-7,034
(10)	6,572		1,317	5,255
(11)	15,032		12,113	2,919
(12)	30,886		14,914	15,972
(13)	68,996		27,476	41,520
(14)	8,333		5,239	3,094
(15)	36,740		25,210	11,530

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))
(1)				
(2)				-283
(3)				-1,203
(4)				343
(5)				24,680
(6)				-9
(7)				8,818
(8)				1,726
(9)				-7,034
(10)				5,255
(11)				2,919
(12)				15,972
(13)				41,520
(14)				3,094
(15)				11,530

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2012**

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

Name	Employer Identification Number
Otto & Edna Neely Foundation	86-0581770

	(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)
(1)	Cisco Systems Inc CUSIP: 17275R102	P	Various	07/10/12
(2)	Cisco Systems Inc CUSIP: 17275R102	P	Various	11/06/12
(3)	Comcast Crp New Cl A CUSIP: 20030N20	P	01/06/06	10/26/12
(4)	Ebay Inc CUSIP: 278642103	P	03/14/07	01/04/12
(5)	Ebay Inc CUSIP: 278642103	P	Various	09/14/12
(6)	Engility Holdings Inc CUSIP: 29285W1	P	10/17/08	07/14/12
(7)	Engility Holdings Inc CUSIP: 29285W1	P	Various	07/19/12
(8)	General Electric Company CUSIP: 3696	P	01/31/06	12/21/12
(9)	Home Depot Inc CUSIP: 437076102	P	07/06/06	01/04/12
(10)	Home Depot Inc CUSIP: 437076102	P	Various	10/26/12
(11)	Home Depot Inc CUSIP: 437076102	P	01/14/08	12/04/12
(12)	Human Genome Sciences CUSIP: 4449031	P	03/01/11	07/16/12
(13)	Liberty Interactive Rts CUSIP: 53071	P	10/17/08	09/17/12
(14)	Liberty Interactive A CUSIP: 53071M8	P	10/17/08	08/17/12
(15)	Oracle Corp CUSIP: 68389X105	P	10/13/10	06/14/12

	(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)
(1)	16,405		22,089	-5,684
(2)	14,454		16,308	-1,854
(3)	18,078		8,868	9,210
(4)	17,305		17,616	-311
(5)	26,350		14,964	11,386
(6)	10		13	-3
(7)	1,951		2,411	-460
(8)	18,702		29,484	-10,782
(9)	5,345		4,433	912
(10)	10,476		5,799	4,677
(11)	6,439		2,526	3,913
(12)	10,386		18,274	-7,888
(13)	693		247	446
(14)	7,091		2,584	4,507
(15)	9,448		9,995	-547

	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))
(1)				-5,684
(2)				-1,854
(3)				9,210
(4)				-311
(5)				11,386
(6)				-3
(7)				-460
(8)				-10,782
(9)				912
(10)				4,677
(11)				3,913
(12)				-7,888
(13)				446
(14)				4,507
(15)				-547

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2012, or tax year beginning , and ending | **2012**

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Procter & Gamble Company CUSIP: 7427	P	Various	05/09/12
(2)	Texas Instruments Inc CUSIP: 8825081	P	Various	06/05/12
(3)	Unitedhealth Group Inc CUSIP: 91324P	P	Various	04/23/12
(4)	Visa Inc Class A CUSIP: 92826C839	P	Various	01/04/12
(5)	Seagate Technology Plc CUSIP: G7945M	P	Various	04/23/12
(6)	Pentair Ltd CUSIP: H6169Q108	P	11/07/07	09/28/12
(7)	Eaton Corp CUSIP: 278058102	P	Various	12/03/12
(8)	Aurico Gold Inc CUSIP: 05155C105	P	07/17/12	11/23/12
(9)	Aurico Gold Inc CUSIP: 05155C105	P	07/17/12	12/12/12
(10)	Aurico Gold Inc CUSIP: 05155C105	P	Various	12/13/12
(11)	Best Buy Company Inc CUSIP: 08651610	P	04/23/12	08/06/12
(12)	Best Buy Company Inc CUSIP: 08651610	P	04/23/12	08/06/12
(13)	Best Buy Company Inc CUSIP: 08651610	P	Various	10/10/12
(14)	Best Buy Company Inc CUSIP: 08651610	P	04/24/12	10/10/12
(15)	Best Buy Company Inc CUSIP: 08651610	P	Various	10/11/12

	(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)
(1)	24,248		21,823	2,425
(2)	23,820		22,222	1,598
(3)	59,169		26,454	32,715
(4)	17,621		14,618	3,003
(5)	76,266		19,484	56,782
(6)	37		27	10
(7)	59,951		55,026	4,925
(8)	499		392	107
(9)	7,399		5,887	1,512
(10)	8,542		6,661	1,881
(11)	4,094		4,344	-250
(12)	2,037		2,168	-131
(13)	8,985		10,830	-1,845
(14)	5,389		6,478	-1,089
(15)	8,954		10,881	-1,927

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))
(1)				2,425
(2)				1,598
(3)				32,715
(4)				3,003
(5)				56,782
(6)				10
(7)				4,925
(8)				107
(9)				1,512
(10)				1,881
(11)				-250
(12)				-131
(13)				-1,845
(14)				-1,089
(15)				-1,927

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Capital Gains and Losses for Tax on Investment Income

Form 990-PF — 2012

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

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Best Buy Company Inc CUSIP: 08651610	P	Various	10/12/12
(2)	Best Buy Company Inc CUSIP: 08651610	P	05/02/12	10/15/12
(3)	Best Buy Company Inc CUSIP: 08651610	P	05/03/12	10/16/12
(4)	Best Buy Company Inc CUSIP: 08651610	P	05/03/12	10/16/12
(5)	Best Buy Company Inc CUSIP: 08651610	P	05/03/12	10/17/12
(6)	Best Buy Company Inc CUSIP: 08651610	P	05/03/12	10/18/12
(7)	Best Buy Company Inc CUSIP: 08651610	P	05/03/12	10/19/12
(8)	Best Buy Company Inc CUSIP: 08651610	P	05/03/12	10/22/12
(9)	Best Buy Company Inc CUSIP: 08651610	P	05/03/12	10/23/12
(10)	Hewlett-Packard Company CUSIP: 42823	P	03/02/12	11/20/12
(11)	Hewlett-Packard Company CUSIP: 42823	P	Various	11/21/12
(12)	Hewlett-Packard Company CUSIP: 42823	P	Various	11/21/12
(13)	Hewlett-Packard Company CUSIP: 42823	P	Various	11/21/12
(14)	Intersil Corp CUSIP: 46069S109	P	02/22/12	10/08/12
(15)	Intersil Corp CUSIP: 46069S109	P	02/22/12	10/09/12

	(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)
(1)	3,551		4,410	-859
(2)	1,752		2,206	-454
(3)	1,761		2,182	-421
(4)	3,527		4,363	-836
(5)	5,264		6,545	-1,281
(6)	1,745		2,182	-437
(7)	1,737		2,176	-439
(8)	3,446		4,353	-907
(9)	6,799		8,706	-1,907
(10)	7,040		15,267	-8,227
(11)	5,847		12,158	-6,311
(12)	22,558		47,983	-25,425
(13)	34,531		65,209	-30,678
(14)	5,115		8,030	-2,915
(15)	4,960		8,030	-3,070

	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))
(1)				-859
(2)				-454
(3)				-421
(4)				-836
(5)				-1,281
(6)				-437
(7)				-439
(8)				-907
(9)				-1,907
(10)				-8,227
(11)				-6,311
(12)				-25,425
(13)				-30,678
(14)				-2,915
(15)				-3,070

Form 990-PF	Capital Gains and Losses for Tax on Investment Income For calendar year 2012, or tax year beginning , and ending	2012

Name	Employer Identification Number
Otto & Edna Neely Foundation	86-0581770

	(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)
(1)	Intersil Corp CUSIP: 46069S109	P	02/22/12	10/10/12
(2)	Intersil Corp CUSIP: 46069S109	P	Various	10/11/12
(3)	Intersil Corp CUSIP: 46069S109	P	Various	10/15/12
(4)	Intersil Corp CUSIP: 46069S109	P	08/08/12	10/17/12
(5)	Intersil Corp CUSIP: 46069S109	P	Various	10/17/12
(6)	Intersil Corp CUSIP: 46069S109	P	08/08/12	10/19/12
(7)	Intersil Corp CUSIP: 46069S109	P	Various	10/22/12
(8)	Intersil Corp CUSIP: 46069S109	P	08/09/12	10/23/12
(9)	Intersil Corp CUSIP: 46069S109	P	Various	10/24/12
(10)	Vertex Pharmaceuticals CUSIP: 92532F	P	11/18/11	05/07/12
(11)	Vertex Pharmaceuticals CUSIP: 92532F	P	11/18/11	05/07/12
(12)	Vertex Pharmaceuticals CUSIP: 92532F	P	11/18/11	05/08/12
(13)	Vertex Pharmaceuticals CUSIP: 92532F	P	Various	05/08/12
(14)	Vertex Pharmaceuticals CUSIP: 92532F	P	Various	06/28/12
(15)	Delphi Automotive Plc CUSIP: G278231	P	11/17/11	01/27/12

	(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)
(1)	15,822		26,334	-10,512
(2)	12,537		20,481	-7,944
(3)	12,761		18,725	-5,964
(4)	4,974		6,375	-1,401
(5)	6,363		8,624	-2,261
(6)	2,069		2,732	-663
(7)	4,808		6,409	-1,601
(8)	3,375		4,582	-1,207
(9)	3,303		4,576	-1,273
(10)	10,823		5,658	5,165
(11)	50,277		25,462	24,815
(12)	18,108		8,496	9,612
(13)	25,051		11,735	13,316
(14)	20,439		11,769	8,670
(15)	16,315		12,815	3,500

	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))
(1)				-10,512
(2)				-7,944
(3)				-5,964
(4)				-1,401
(5)				-2,261
(6)				-663
(7)				-1,601
(8)				-1,207
(9)				-1,273
(10)				5,165
(11)				24,815
(12)				9,612
(13)				13,316
(14)				8,670
(15)				3,500

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Delphi Automotive Plc CUSIP: G278231	P	11/17/11	01/27/12
(2)	Delphi Automotive Plc CUSIP: G278231	P	11/17/11	01/27/12
(3)	Delphi Automotive Plc CUSIP: G278231	P	11/17/11	01/30/12
(4)	Delphi Automotive Plc CUSIP: G278231	P	11/17/11	03/02/12
(5)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/20/12
(6)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/23/12
(7)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/23/12
(8)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/24/12
(9)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/24/12
(10)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/25/12
(11)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/25/12
(12)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/25/12
(13)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/26/12
(14)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/26/12
(15)	Genworth Financial Cl A CUSIP: 37247	P	08/02/12	04/27/12

	(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)
(1)	2,713		2,136	577
(2)	2,709		2,136	573
(3)	5,437		4,272	1,165
(4)	19,401		12,815	6,586
(5)	609		794	-185
(6)	1,807		2,383	-576
(7)	1,796		2,383	-587
(8)	606		794	-188
(9)	1,213		1,588	-375
(10)	2,337		3,177	-840
(11)	587		794	-207
(12)	586		794	-208
(13)	1,181		1,588	-407
(14)	1,183		1,588	-405
(15)	1,787		2,383	-596

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))
(1)				577
(2)				573
(3)				1,165
(4)				6,586
(5)				-185
(6)				-576
(7)				-587
(8)				-188
(9)				-375
(10)				-840
(11)				-207
(12)				-208
(13)				-407
(14)				-405
(15)				-596

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Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | **2012**

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

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Guess Inc CUSIP: 401617105	P	09/09/11	03/13/12
(2)	Mks Instruments Inc CUSIP: 55306N104	P	Various	02/03/12
(3)	Mks Instruments Inc CUSIP: 55306N104	P	Various	02/06/12
(4)	Mks Instruments Inc CUSIP: 55306N104	P	06/10/12	02/07/12
(5)	Mks Instruments Inc CUSIP: 55306N104	P	06/10/12	02/07/12
(6)	Mks Instruments Inc CUSIP: 55306N104	P	06/13/12	02/13/12
(7)	Mks Instruments Inc CUSIP: 55306N104	P	06/14/12	02/22/12
(8)	Mks Instruments Inc CUSIP: 55306N104	P	06/13/12	02/22/12
(9)	Mks Instruments Inc CUSIP: 55306N104	P	06/15/12	02/23/12
(10)	Salix Pharma Ltd CUSIP: 795435106	P	Various	02/28/12
(11)	Salix Pharma Ltd CUSIP: 795435106	P	07/11/11	02/29/12
(12)	Salix Pharma Ltd CUSIP: 795435106	P	Various	03/21/12
(13)	Aurico Gold Inc CUSIP: 05155C105	P	Various	09/18/12
(14)	Aurico Gold Inc CUSIP: 05155C105	P	Various	09/19/12
(15)	Aurico Gold Inc CUSIP: 05155C105	P	Various	09/21/12

	(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)
(1)	5,495		4,476	1,019
(2)	12,895		9,923	2,972
(3)	15,989		12,301	3,688
(4)	3,206		2,447	759
(5)	3,207		2,447	760
(6)	3,199		2,448	751
(7)	3,150		2,493	657
(8)	3,150		2,448	702
(9)	3,147		2,404	743
(10)	29,486		23,363	6,123
(11)	5,036		3,862	1,174
(12)	15,951		11,522	4,429
(13)	10,479		12,486	-2,007
(14)	9,778		11,591	-1,813
(15)	5,218		5,652	-434

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))
(1)				1,019
(2)				2,972
(3)				3,688
(4)				759
(5)				760
(6)				751
(7)				657
(8)				702
(9)				743
(10)				6,123
(11)				1,174
(12)				4,429
(13)				-2,007
(14)				-1,813
(15)				-434

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2012

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

Name	Employer Identification Number
Otto & Edna Neely Foundation	86-0581770

	(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)
(1)	Aurico Gold Inc CUSIP: 05155C105	P	Various	09/24/12
(2)	Aurico Gold Inc CUSIP: 05155C105	P	Various	10/10/12
(3)	Aurico Gold Inc CUSIP: 05155C105	P	Various	10/17/12
(4)	Aurico Gold Inc CUSIP: 05155C105	P	Various	10/17/12
(5)	Aurico Gold Inc CUSIP: 05155C105	P	Various	11/01/12
(6)	Aurico Gold Inc CUSIP: 05155C105	P	Various	11/08/12
(7)	Aurico Gold Inc CUSIP: 05155C105	P	Various	11/08/12
(8)	Aurico Gold Inc CUSIP: 05155C105	P	Various	11/09/12
(9)	Aurico Gold Inc CUSIP: 05155C105	P	Various	11/21/12
(10)	Aurico Gold Inc CUSIP: 05155C105	P	Various	11/23/12
(11)	Ca Inc CUSIP: 12673P105	P	10/17/08	10/01/12
(12)	Ca Inc CUSIP: 12673P105	P	10/17/08	10/02/12
(13)	Ca Inc CUSIP: 12673P105	P	10/17/08	10/02/12
(14)	Ca Inc CUSIP: 12673P105	P	10/17/08	10/03/12
(15)	Ca Inc CUSIP: 12673P105	P	10/17/08	10/03/12

	(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)
(1)	5,112		5,640	-528
(2)	3,859		3,849	10
(3)	14,491		14,022	469
(4)	3,990		3,765	225
(5)	3,372		3,631	-259
(6)	1,692		1,860	-168
(7)	4,228		4,543	-315
(8)	4,232		4,737	-505
(9)	8,977		10,189	-1,212
(10)	8,653		9,337	-684
(11)	5,105		3,122	1,983
(12)	5,119		3,122	1,997
(13)	5,119		3,122	1,997
(14)	2,552		1,561	991
(15)	5,096		3,122	1,974

	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))
(1)				-528
(2)				10
(3)				469
(4)				225
(5)				-259
(6)				-168
(7)				-315
(8)				-505
(9)				-1,212
(10)				-684
(11)				1,983
(12)				1,997
(13)				1,997
(14)				991
(15)				1,974

Capital Gains and Losses for Tax on Investment Income

Form 990-PF | 2012

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

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Ca Inc CUSIP: 12673P105	P	10/17/08	10/04/12
(2)	Ca Inc CUSIP: 12673P105	P	10/17/08	10/04/12
(3)	Ca Inc CUSIP: 12673P105	P	10/17/08	10/05/12
(4)	Convergys Corp CUSIP: 212485106	P	05/12/10	01/26/12
(5)	Convergys Corp CUSIP: 212485106	P	05/12/10	01/27/12
(6)	Convergys Corp CUSIP: 212485106	P	05/12/10	01/30/12
(7)	Convergys Corp CUSIP: 212485106	P	05/12/10	02/01/12
(8)	Convergys Corp CUSIP: 212485106	P	05/12/10	02/03/12
(9)	Convergys Corp CUSIP: 212485106	P	05/12/10	02/06/12
(10)	Convergys Corp CUSIP: 212485106	P	05/12/10	02/07/12
(11)	Convergys Corp CUSIP: 212485106	P	05/12/10	02/07/12
(12)	Convergys Corp CUSIP: 212485106	P	05/12/10	06/11/12
(13)	Convergys Corp CUSIP: 212485106	P	05/12/10	06/19/12
(14)	Convergys Corp CUSIP: 212485106	P	05/12/10	06/19/12
(15)	Convergys Corp CUSIP: 212485106	P	05/12/10	06/19/12

	(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)
(1)	2,538		1,561	977
(2)	5,092		3,122	1,970
(3)	2,564		1,561	1,003
(4)	2,685		2,406	279
(5)	2,691		2,406	285
(6)	1,340		1,203	137
(7)	8,063		7,218	845
(8)	6,778		6,015	763
(9)	2,706		2,406	300
(10)	1,342		1,203	139
(11)	1,349		1,203	146
(12)	10,079		8,421	1,658
(13)	5,761		4,812	949
(14)	4,333		3,609	724
(15)	5,783		4,812	971

	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) 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	
(1)				977
(2)				1,970
(3)				1,003
(4)				279
(5)				285
(6)				137
(7)				845
(8)				763
(9)				300
(10)				139
(11)				146
(12)				1,658
(13)				949
(14)				724
(15)				971

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Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2012, or tax year beginning , and ending | **2012**

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Convergys Corp CUSIP: 212485106	P	05/12/10	06/20/12
(2)	Convergys Corp CUSIP: 212485106	P	05/12/10	06/21/12
(3)	Convergys Corp CUSIP: 212485106	P	06/21/10	06/22/12
(4)	Convergys Corp CUSIP: 212485106	P	06/21/10	06/22/12
(5)	Convergys Corp CUSIP: 212485106	P	06/21/10	06/27/12
(6)	Convergys Corp CUSIP: 212485106	P	06/21/10	09/06/12
(7)	Convergys Corp CUSIP: 212485106	P	06/21/10	09/07/12
(8)	Convergys Corp CUSIP: 212485106	P	06/21/10	09/10/12
(9)	Convergys Corp CUSIP: 212485106	P	06/21/10	09/11/12
(10)	Convergys Corp CUSIP: 212485106	P	06/21/10	09/12/12
(11)	Convergys Corp CUSIP: 212485106	P	06/21/10	09/13/12
(12)	Convergys Corp CUSIP: 212485106	P	Various	09/14/12
(13)	Convergys Corp CUSIP: 212485106	P	08/03/11	09/17/12
(14)	Convergys Corp CUSIP: 212485106	P	08/03/11	09/18/12
(15)	Convergys Corp CUSIP: 212485106	P	08/03/11	09/19/12

	(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)
(1)	2,885		2,406	479
(2)	2,888		2,406	482
(3)	2,880		2,092	788
(4)	1,440		1,046	394
(5)	2,874		2,092	782
(6)	9,524		6,276	3,248
(7)	7,976		5,230	2,746
(8)	4,797		3,138	1,659
(9)	6,437		4,184	2,253
(10)	3,217		2,092	1,125
(11)	6,461		4,184	2,277
(12)	9,694		7,050	2,644
(13)	3,214		2,479	735
(14)	4,834		3,718	1,116
(15)	6,415		4,958	1,457

	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))
(1)				479
(2)				482
(3)				788
(4)				394
(5)				782
(6)				3,248
(7)				2,746
(8)				1,659
(9)				2,253
(10)				1,125
(11)				2,277
(12)				2,644
(13)				735
(14)				1,116
(15)				1,457

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2012**

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

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Genworth Financial Cl A CUSIP: 37247	P	Various	04/18/12
(2)	Genworth Financial Cl A CUSIP: 37247	P	10/29/10	04/18/12
(3)	Genworth Financial Cl A CUSIP: 37247	P	Various	04/19/12
(4)	Genworth Financial Cl A CUSIP: 37247	P	Various	04/19/12
(5)	Genworth Financial Cl A CUSIP: 37247	P	12/01/10	04/19/12
(6)	Genworth Financial Cl A CUSIP: 37247	P	Various	04/20/12
(7)	Hartford Finl Svcs Group CUSIP: 4165	P	02/28/00	03/21/12
(8)	Hartford Finl Svcs Group CUSIP: 4165	P	02/28/00	03/21/12
(9)	Hess Corp CUSIP: 42809H107	P	10/24/08	01/05/12
(10)	Hess Corp CUSIP: 42809H107	P	05/02/07	01/05/12
(11)	Hess Corp CUSIP: 42809H107	P	05/06/10	01/06/12
(12)	Hess Corp CUSIP: 42809H107	P	Various	01/10/12
(13)	Hess Corp CUSIP: 42809H107	P	05/06/10	01/11/12
(14)	Hess Corp CUSIP: 42809H107	P	05/06/10	01/11/12
(15)	Hess Corp CUSIP: 42809H107	P	05/07/10	01/12/12

	(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)
(1)	24,622		64,791	-40,169
(2)	1,821		3,341	-1,520
(3)	4,844		9,338	-4,494
(4)	21,131		39,222	-18,091
(5)	1,798		3,603	-1,805
(6)	1,826		3,674	-1,848
(7)	2,281		3,119	-838
(8)	913		1,248	-335
(9)	11,607		10,028	1,579
(10)	5,801		5,683	118
(11)	5,652		5,658	-6
(12)	11,737		11,341	396
(13)	5,804		5,658	146
(14)	5,800		5,658	142
(15)	11,639		11,582	57

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))
(1)				-40,169
(2)				-1,520
(3)				-4,494
(4)				-18,091
(5)				-1,805
(6)				-1,848
(7)				-838
(8)				-335
(9)				1,579
(10)				118
(11)				-6
(12)				396
(13)				146
(14)				142
(15)				57

Capital Gains and Losses for Tax on Investment Income

Form 990-PF | For calendar year 2012, or tax year beginning , and ending | 2012

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Hess Corp CUSIP: 42809H107	P	05/07/10	01/17/12
(2)	Loews Corp CUSIP: 540424108	P	11/05/08	07/27/12
(3)	Loews Corp CUSIP: 540424108	P	11/05/08	09/06/12
(4)	Loews Corp CUSIP: 540424108	P	11/05/08	09/07/12
(5)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	02/16/12
(6)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	02/21/12
(7)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	03/21/12
(8)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	03/22/12
(9)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	03/22/12
(10)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	06/25/12
(11)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	07/12/12
(12)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	07/12/12
(13)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	07/13/12
(14)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	07/16/12
(15)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	07/17/12

	(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)
(1)	5,762		5,791	-29
(2)	12,470		10,008	2,462
(3)	8,236		6,672	1,564
(4)	8,232		6,672	1,560
(5)	643		1,521	-878
(6)	627		1,521	-894
(7)	2,177		5,324	-3,147
(8)	313		761	-448
(9)	625		1,521	-896
(10)	811		3,803	-2,992
(11)	325		2,282	-1,957
(12)	432		3,042	-2,610
(13)	1,252		9,127	-7,875
(14)	1,096		8,366	-7,270
(15)	499		3,803	-3,304

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))
(1)				-29
(2)				2,462
(3)				1,564
(4)				1,560
(5)				-878
(6)				-894
(7)				-3,147
(8)				-448
(9)				-896
(10)				-2,992
(11)				-1,957
(12)				-2,610
(13)				-7,875
(14)				-7,270
(15)				-3,304

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Form 990-PF — Capital Gains and Losses for Tax on Investment Income — 2012

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

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	07/19/12
(2)	Mattson Technology Inc CUSIP: 577223	P	08/11/06	08/07/12
(3)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	02/03/12
(4)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	02/03/12
(5)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	02/06/12
(6)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	03/09/12
(7)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	03/14/12
(8)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	03/16/12
(9)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	03/19/12
(10)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	03/19/12
(11)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	03/20/12
(12)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	03/21/12
(13)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	04/26/12
(14)	Motorola Solutions Inc CUSIP: 620076	P	05/06/10	04/27/12
(15)	Noble Energy Inc CUSIP: 655044105	P	05/06/10	08/07/12

	(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)
(1)	303		2,282	-1,979
(2)	1,361		12,169	-10,808
(3)	4,694		2,640	2,054
(4)	4,693		2,640	2,053
(5)	4,671		2,640	2,031
(6)	5,140		2,640	2,500
(7)	5,051		2,640	2,411
(8)	5,054		2,640	2,414
(9)	5,045		2,640	2,405
(10)	758		396	362
(11)	756		396	360
(12)	3,529		1,848	1,681
(13)	35,743		18,478	17,265
(14)	13,757		7,154	6,603
(15)	8,906		6,986	1,920

	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))
(1)				-1,979
(2)				-10,808
(3)				2,054
(4)				2,053
(5)				2,031
(6)				2,500
(7)				2,411
(8)				2,414
(9)				2,405
(10)				362
(11)				360
(12)				1,681
(13)				17,265
(14)				6,603
(15)				1,920

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Noble Energy Inc CUSIP: 655044105	P	05/06/10	08/08/12
(2)	Noble Energy Inc CUSIP: 655044105	P	05/06/10	08/08/12
(3)	Noble Energy Inc CUSIP: 655044105	P	05/06/10	11/21/12
(4)	Noble Energy Inc CUSIP: 655044105	P	05/06/10	11/23/12
(5)	Noble Energy Inc CUSIP: 655044105	P	05/06/10	11/23/12
(6)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/09/12
(7)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/09/12
(8)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/10/12
(9)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/10/12
(10)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/15/12
(11)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/15/12
(12)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/17/12
(13)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/21/12
(14)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/21/12
(15)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/21/12

	(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)
(1)	17,854		13,972	3,882
(2)	8,918		6,986	1,932
(3)	9,517		6,986	2,531
(4)	4,790		3,493	1,297
(5)	9,580		6,986	2,594
(6)	4,236		4,727	-491
(7)	3,527		3,940	-413
(8)	700		788	-88
(9)	1,396		1,576	-180
(10)	4,900		5,515	-615
(11)	4,888		5,515	-627
(12)	4,232		4,727	-495
(13)	4,232		4,727	-495
(14)	2,823		3,152	-329
(15)	705		788	-83

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))
(1)				3,882
(2)				1,932
(3)				2,531
(4)				1,297
(5)				2,594
(6)				-491
(7)				-413
(8)				-88
(9)				-180
(10)				-615
(11)				-627
(12)				-495
(13)				-495
(14)				-329
(15)				-83

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2012, or tax year beginning , and ending | **2012**

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	02/22/12
(2)	Pmc-Sierra Inc CUSIP: 69344F106	P	01/28/11	04/27/12
(3)	Pmc-Sierra Inc CUSIP: 69344F106	P	03/09/11	04/30/12
(4)	Pmc-Sierra Inc CUSIP: 69344F106	P	03/09/11	04/30/12
(5)	Pmc-Sierra Inc CUSIP: 69344F106	P	Various	04/30/12
(6)	Pmc-Sierra Inc CUSIP: 69344F106	P	Various	05/01/12
(7)	Pmc-Sierra Inc CUSIP: 69344F106	P	Various	05/01/12
(8)	Pfizer Inc CUSIP: 717081103	P	04/14/10	05/21/12
(9)	Pfizer Inc CUSIP: 717081103	P	Various	07/18/12
(10)	Pfizer Inc CUSIP: 717081103	P	05/06/10	12/06/12
(11)	Pfizer Inc CUSIP: 717081103	P	05/06/10	12/07/12
(12)	Privatebancorp Inc CUSIP: 742962103	P	10/28/09	01/23/12
(13)	Privatebancorp Inc CUSIP: 742962103	P	10/28/09	01/24/12
(14)	Privatebancorp Inc CUSIP: 742962103	P	10/28/09	01/24/12
(15)	Privatebancorp Inc CUSIP: 742962103	P	10/28/09	01/25/12

	(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)
(1)	1,401		1,576	-175
(2)	18,581		20,564	-1,983
(3)	2,868		3,105	-237
(4)	2,858		3,105	-247
(5)	12,213		13,098	-885
(6)	7,920		8,138	-218
(7)	12,909		13,974	-1,065
(8)	11,266		8,503	2,763
(9)	40,168		28,721	11,447
(10)	15,390		9,972	5,418
(11)	12,770		8,310	4,460
(12)	1,348		931	417
(13)	9,586		6,515	3,071
(14)	9,498		6,515	2,983
(15)	8,880		5,585	3,295

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))
(1)				-175
(2)				-1,983
(3)				-237
(4)				-247
(5)				-885
(6)				-218
(7)				-1,065
(8)				2,763
(9)				11,447
(10)				5,418
(11)				4,460
(12)				417
(13)				3,071
(14)				2,983
(15)				3,295

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2012, or tax year beginning , and ending | **2012**

Name: Otto & Edna Neely Foundation

Employer Identification Number: 86-0581770

	(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)
(1)	Privatebancorp Inc CUSIP: 742962103	P	10/29/09	01/25/12
(2)	Privatebancorp Inc CUSIP: 742962103	P	10/29/09	01/25/12
(3)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	02/03/12
(4)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	02/03/12
(5)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	02/06/12
(6)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	02/06/12
(7)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	02/06/12
(8)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	02/29/12
(9)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	04/24/12
(10)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	04/24/12
(11)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	04/25/12
(12)	Privatebancorp Inc CUSIP: 742962103	P	05/06/10	04/30/12
(13)	Privatebancorp Inc CUSIP: 742962103	P	Various	07/13/12
(14)	Privatebancorp Inc CUSIP: 742962103	P	05/07/10	08/14/12
(15)	Privatebancorp Inc CUSIP: 742962103	P	05/07/10	08/16/12

	(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)
(1)	4,432		2,649	1,783
(2)	2,946		1,766	1,180
(3)	1,494		1,272	222
(4)	1,492		1,272	220
(5)	4,473		3,816	657
(6)	1,487		1,272	215
(7)	1,489		1,272	217
(8)	1,474		1,272	202
(9)	1,625		1,272	353
(10)	1,625		1,272	353
(11)	1,605		1,272	333
(12)	4,800		3,816	984
(13)	16,100		12,975	3,125
(14)	3,200		2,646	554
(15)	1,605		1,323	282

	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))
(1)				1,783
(2)				1,180
(3)				222
(4)				220
(5)				657
(6)				215
(7)				217
(8)				202
(9)				353
(10)				353
(11)				333
(12)				984
(13)				3,125
(14)				554
(15)				282

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2012, or tax year beginning , and ending | **2012**

Name	Employer Identification Number
Otto & Edna Neely Foundation	86-0581770

	(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)
(1)	Privatebancorp Inc CUSIP: 742962103	P	07/26/11	08/16/12
(2)	Privatebancorp Inc CUSIP: 742962103	P	07/26/11	08/17/12
(3)	Privatebancorp Inc CUSIP: 742962103	P	07/26/11	08/20/12
(4)	Salix Pharma Ltd CUSIP: 795435106	P	07/15/11	09/27/12
(5)	Salix Pharma Ltd CUSIP: 795435106	P	Various	10/01/12
(6)	Salix Pharma Ltd CUSIP: 795435106	P	Various	10/01/12
(7)	Salix Pharma Ltd CUSIP: 795435106	P	07/20/11	10/02/12
(8)	Salix Pharma Ltd CUSIP: 795435106	P	Various	10/03/12
(9)	Salix Pharma Ltd CUSIP: 795435106	P	08/25/11	10/05/12
(10)	Salix Pharma Ltd CUSIP: 795435106	P	08/25/11	10/16/12
(11)	Salix Pharma Ltd CUSIP: 795435106	P	08/25/11	10/17/12
(12)	Trinity Industries Inc CUSIP: 896522	P	02/10/10	02/13/12
(13)	Trinity Industries Inc CUSIP: 896522	P	02/10/10	02/14/12
(14)	Trinity Industries Inc CUSIP: 896522	P	05/06/10	02/14/12
(15)	Trinity Industries Inc CUSIP: 896522	P	05/06/10	02/16/12

	(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)
(1)	967		790	177
(2)	3,236		2,632	604
(3)	5,560		4,475	1,085
(4)	4,240		3,778	462
(5)	4,255		3,815	440
(6)	12,847		11,356	1,491
(7)	8,369		7,700	669
(8)	16,504		13,900	2,604
(9)	1,228		855	373
(10)	1,429		998	431
(11)	3,451		2,423	1,028
(12)	47,762		21,781	25,981
(13)	10,275		4,667	5,608
(14)	3,426		2,145	1,281
(15)	13,995		8,580	5,415

	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))
(1)				177
(2)				604
(3)				1,085
(4)				462
(5)				440
(6)				1,491
(7)				669
(8)				2,604
(9)				373
(10)				431
(11)				1,028
(12)				25,981
(13)				5,608
(14)				1,281
(15)				5,415

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Form 990-PF	Capital Gains and Losses for Tax on Investment Income For calendar year 2012, or tax year beginning , and ending	2012

Name	Employer Identification Number
Otto & Edna Neely Foundation	86-0581770

	(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)
(1)	Viacom Inc Cl B New CUSIP: 92553P201	P	01/10/06	01/03/12
(2)	Viacom Inc Cl B New CUSIP: 92553P201	P	01/10/06	01/03/12
(3)	Viacom Inc Cl B New CUSIP: 92553P201	P	Various	01/04/12
(4)	Viacom Inc Cl B New CUSIP: 92553P201	P	01/10/06	02/01/12
(5)	Viacom Inc Cl B New CUSIP: 92553P201	P	Various	02/01/12
(6)	Viacom Inc Cl B New CUSIP: 92553P201	P	03/08/06	02/01/12
(7)	Viacom Inc Cl B New CUSIP: 92553P201	P	03/08/06	02/03/12
(8)	Viacom Inc Cl B New CUSIP: 92553P201	P	03/08/06	02/06/12
(9)	Viacom Inc Cl B New CUSIP: 92553P201	P	03/08/06	08/17/12
(10)	Viacom Inc Cl B New CUSIP: 92553P201	P	03/08/06	08/20/12
(11)	Viacom Inc Cl B New CUSIP: 92553P201	P	03/08/06	09/07/12
(12)	Viacom Inc Cl B New CUSIP: 92553P201	P	03/08/06	09/10/12
(13)	Viacom Inc Cl B New CUSIP: 92553P201	P	03/08/06	09/10/12
(14)	Ingersoll Rand Plc CUSIP: G47791101	P	11/24/99	02/22/12
(15)	Ingersoll Rand Plc CUSIP: G47791101	P	11/24/99	02/23/12

	(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)
(1)	4,602		4,214	388
(2)	4,595		4,214	381
(3)	13,746		12,706	1,040
(4)	4,774		4,214	560
(5)	4,769		4,010	759
(6)	954		761	193
(7)	1,207		951	256
(8)	2,663		2,093	570
(9)	5,142		3,806	1,336
(10)	15,282		11,417	3,865
(11)	5,086		3,806	1,280
(12)	10,175		7,611	2,564
(13)	5,090		3,806	1,284
(14)	16,369		8,345	8,024
(15)	4,063		2,086	1,977

	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))
(1)				388
(2)				381
(3)				1,040
(4)				560
(5)				759
(6)				193
(7)				256
(8)				570
(9)				1,336
(10)				3,865
(11)				1,280
(12)				2,564
(13)				1,284
(14)				8,024
(15)				1,977

Form 990-PF	Capital Gains and Losses for Tax on Investment Income For calendar year 2012, or tax year beginning , and ending	2012

Name	Employer Identification Number
Otto & Edna Neely Foundation	86-0581770

	(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)
(1)	Ingersoll Rand Plc CUSIP: G47791101	P	11/24/99	02/24/12
(2)	Ingersoll Rand Plc CUSIP: G47791101	P	11/24/99	02/27/12
(3)	AON Corp CUSIP: 037389103	P	Various	04/02/12
(4)	Litigation Settlement Proceeds	P	Various	Various
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	4,091		2,086	2,005
(2)	4,037		2,086	1,951
(3)	117,792		92,789	25,003
(4)	3,327			3,327
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	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))
(1)				2,005
(2)				1,951
(3)				25,003
(4)				3,327
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Return of Scholarship Funds	$ 4,500	$	$
Total	$ 4,500	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Invesetment Management	$ 124,666	$ 124,666	$	$
Total	$ 124,666	$ 124,666	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Income Tax (Current Year	$ 11,104	$	$	$
Federal Income Tax (Prior Year)	7,307			
Foreign Tax Paid	4,188	4,188		
Corporation Commission Fees	10	2		8
Total	$ 22,609	$ 4,190	$ 0	$ 8

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Gifts to Graduates	4,439			4,439
Liability Insurance	1,767	353		1,414
Dues & Subscriptions	1,000	200		800
Worker's Compensation Insuran	391	78		313
Website Design & Maintenance	180			180
Total	$ 7,777	$ 631	$ 0	$ 7,146

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US Treasury Note due 4/30/12 CUSIP:	$ 268,606	$	Cost	$
US Treasury Note due 11/15/12 CUSIP:	215,719		Cost	
US Treasury Note due 5/13/13 CUSIP:	348,964	478,812	Cost	474,195
US Treasury Note due 5/31/14 CUSIP:	208,178	208,178	Cost	203,631
US Treasury Note due 4/30/16 CUSIP:		215,821	Cost	214,500
US Treasury Note due 5/15/17 CUSIP:	131,016	131,016	Cost	145,986
US Treasury Note due 10/1/17 CUSIP:		153,592	Cost	152,720
US Treasury Note due 2/15/20 CUSIP:	210,325	113,078	Cost	116,844
US Treasury Note due 11/15/20 CUSIP:	156,949		Cost	
Total	$ 1,539,757	$ 1,300,497		$ 1,307,876

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ADT Corp CUSIP: 00101J106	$	$ 23,627	Cost	$ 46,490
Akamai Technologies Inc CUSIP: 00971	52,680	52,680	Cost	59,320
Amazon.com Inc CUSIP: 023135106	63,566	62,249	Cost	115,400
AMC Networks Inc CUSIP: 00164V103	12,380	12,380	Cost	30,938
American Intl Group Inc CUSIP: 02687		120,804	Cost	134,140
Amgen Inc CUSIP: 031162100	43,422	43,422	Cost	63,788
Anadarko Petroleum Corp CUSIP: 03251	72,475	75,432	Cost	112,951
Anglogold Ashanti LTD CUSIP: 0351282	156,778	173,838	Cost	145,871
Anheuser Busch Inbev CUSIP: 03524A10	56,638	44,526	Cost	68,442
AON Corp CUSIP: 037389103	92,789	117,792	Cost	133,464
Apache Corp CUSIP: 037411105	32,296	32,296	Cost	27,475
Apache Corp CUSIP: 037411105	140,226	157,791	Cost	145,225
Apple Inc CUSIP: 037833100	25,009	25,009	Cost	36,188
Aurico Gold Inc CUSIP: 05155C105	91,302		Cost	
Autodesk Inc CUSIP: 052769106	47,655	55,399	Cost	68,049
Barrick Gold Corp CUSIP: 067901108	87,463	87,463	Cost	98,028
Bed Bath & Beyond Inc CUSIP: 0758961	54,331	39,417	Cost	46,126
Biogen IDEC Inc CUSIP: 09062X103	106,470	78,994	Cost	220,872
Blackrock Inc CUSIP: 09247X101	70,954	70,954	Cost	78,136

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Broadcom Corp CUSIP: 111320107	$ 85,432	$ 85,432	Cost	$ 95,479
CA Inc CUSIP: 12673P105	180,358	160,068	Cost	181,665
Cablevision Sys Corp CUSIP: 12686C10	32,704	32,704	Cost	37,350
Cameron Intl Corp CUSIP: 13342B105	57,229	57,229	Cost	67,187
Canadian Natural Resources Limited C		182,260	Cost	158,785
Celgene Corp CUSIP: 151020104	86,917	61,707	Cost	84,591
Cisco Systems Inc CUSIP: 17275R102	84,459	46,062	Cost	32,913
Cisco Systems Inc CUSIP: 17275R102	64,581	86,439	Cost	100,212
Citi Group Inc CUSIP: 172967424	154,242	173,066	Cost	183,558
Citrix Systems Inc CUSIP: 177376100	32,308	68,960	Cost	72,248
CME Group Inc CUSIP: 12572Q105	40,991	40,991	Cost	34,202
Coca Cola Company CUSIP: 191216100	57,844	57,844	Cost	77,938
Comcast Corp CUSIP: 20030N200	159,741	150,873	Cost	281,433
Convergys Corp CUSIP: 212485106	139,724	40,660	Cost	67,281
Coviden PLC CUSIP: G2554F113	31,139	31,139	Cost	38,108
Cree Inc CUSIP: 225447101	18,114	27,706	Cost	25,485
Cummins Inc CUSIP: 231021106	29,592		Cost	
CVS Caremark Corp CUSIP: 126650100	71,266	66,027	Cost	92,832
Deere & Company CUSIP: 244199105	30,745	36,073	Cost	40,185
Delphi Automotive PLC CUSIP: G278231	58,673	24,500	Cost	45,900
Denbury Resources Inc CUSIP: 2479162	86,112	86,112	Cost	85,860
DirecTV CUSIP: 25490A101	14,053	14,053	Cost	37,871
Disney Walt Company CUSIP: 254687106	58,558	58,558	Cost	99,580
Dolby Laboratories Inc CUSIP: 25659T	40,326	48,685	Cost	40,035
Eaton Corp CUSIP: 278058102	55,026	59,951	Cost	62,578
EBay Inc CUSIP: 278642103	81,142	48,561	Cost	108,370
EMC Corp Mass CUSIP: 268648102	25,633	25,633	Cost	27,223
EOG Resources Inc CUSIP: 26875P101	23,258	32,871	Cost	52,060
Express Scripts Holding CUSIP: 30219		48,210	Cost	47,250
FBR & Company CUSIP: 30247C301	49,070	49,070	Cost	41,022
Fluor Corp CUSIP: 343412102	42,133	42,133	Cost	54,628
Forest Laboratories Inc CUSIP: 34583	95,464	95,464	Cost	105,960
Freeport McMoran Copper & Gold CUSIP	18,311	18,311	Cost	19,768
General Electric Company CUSIP: 3696	72,969	43,485	Cost	45,863
General Motors Company CUSIP: 37045V	98,730	138,114	Cost	135,501
Genworth Financial CUSIP: 37247D106	142,236		Cost	
Google Inc CUSIP: 38259P508	61,094	61,094	Cost	91,959

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Guess Inc CUSIP: 401617105	$ 62,325	$ 79,681	Cost	$ 67,485
Halliburton Company CUSIP: 406216101		56,435	Cost	69,380
Harman Intl Inds Inc CUSIP: 41308610		64,147	Cost	75,888
Hartford Financial Services Group In	217,874	222,096	Cost	174,134
Hess Corp CUSIP: 42809H107	61,399		Cost	
Home Depot Inc CUSIP: 437076102	63,176	50,418	Cost	98,960
Human Genome Sciences CUSIP: 4449031	48,026		Cost	
Immunogen Inc CUSIP: 45253H101	17,215	17,215	Cost	27,272
Ingersoll Rand PLC CUSIP: G47791101	68,182	53,494	Cost	86,328
Interpublic Group Company Inc CUSIP:	68,987	73,981	Cost	115,710
Intuit Inc CUSIP: 461202103	34,927	34,927	Cost	47,342
Isis Pharmaceuticals CUSIP: 46433010	16,466	16,466	Cost	18,688
Johnson & Johnson CUSIP: 478160104	74,850	74,850	Cost	81,667
JPMorgan Chase & Company CUSIP: 4662	75,733	75,733	Cost	83,541
Juniper Networks Inc CUSIP: 48203R10	60,958	60,958	Cost	55,076
L3 Communications Holdings CUSIP: 50	60,907	58,483	Cost	51,335
Liberty Interactive Corp CUSIP: 5307	22,399	19,568	Cost	66,912
Liberty Media Corp CUSIP: 530322106	6,841	6,841	Cost	108,585
Loews Corp CUSIP: 540424108	95,365	72,012	Cost	85,575
Mattson Technology Inc CUSIP: 577223	55,522		Cost	
Microsoft Corp CUSIP: 594918104	62,607	62,607	Cost	61,432
Microsoft Corp CUSIP: 594918104		91,471	Cost	84,136
MKS Instruments Inc CUSIP: 55306N104	94,072	57,160	Cost	64,450
Monsanto Company CUSIP: 61166W101	47,230	47,230	Cost	68,621
Motorola Solutions Inc CUSIP: 620076	46,750		Cost	
Nasdaq OMX Group Inc CUSIP: 63110310	23,226	23,226	Cost	25,615
National Oilwell Varco Inc CUSIP: 63	26,435	26,435	Cost	49,212
Netapp Inc CUSIP: 64110D104	41,967	57,280	Cost	45,058
Nike Inc CUSIP: 654106103	37,010	37,010	Cost	46,440
Noble Energy Inc CUSIP: 655044105	77,069	31,661	Cost	45,783
NRG Energy Inc CUSIP: 629377508	58,885	58,885	Cost	55,176
Nucor Corp CUSIP: 670346105	56,337	56,337	Cost	55,461
Oracle Corp CUSIP: 68389X105	38,172	28,177	Cost	32,754
Paccar Inc CUSIP: 693718108	59,724	59,724	Cost	76,857
Pall Corp CUSIP: 696429307	41,027	41,027	Cost	74,722
Pentair LTD CUSIP: H6169Q108		12,895	Cost	23,543
PepsiCo Inc CUSIP: 713448108	60,909	60,909	Cost	66,035

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Pfizer Inc CUSIP: 717081103	$ 158,049	$ 102,543	Cost	$ 150,476
Pitney Bowes Inc CUSIP: 724479100	44,847	44,847	Cost	22,344
PMC-Sierra Inc CUSIP: 69344F106	176,131	77,116	Cost	66,167
PrivateBanCorp Inc CUSIP: 742962103	114,208	47,599	Cost	59,748
Procter & Gamble Company CUSIP: 7427	49,745	27,922	Cost	29,872
Qualcomm Inc CUSIP: 747525103	31,730	31,730	Cost	37,425
Redwood Trust Inc CUSIP: 758075402	99,524	99,524	Cost	118,230
Reinsurance Group of America Inc CUS	76,279	111,054	Cost	136,476
Salix Pharmaceuticals Limited CUSIP:	83,570		Cost	
Sandisk Corp CUSIP: 80004C101	24,017	33,391	Cost	60,639
Sanofi Spon ADR CUSIP: 80105N105	157,910	157,910	Cost	220,317
Schlumberger LTD CUSIP: 806857108	80,397	80,397	Cost	81,079
Schwab Charles Corp CUSIP: 808513105	53,071	53,071	Cost	46,311
Seagate Technology Inc CUSIP: G7945M	53,697	42,476	Cost	88,066
Talisman Energy Inc CUSIP: 87425E103	135,917	195,927	Cost	163,152
TE Connectivity LTD CUSIP: H84989104	60,305	60,305	Cost	81,664
Teva Pharmaceuticals Inds LTD ADR CU	104,379	120,080	Cost	100,818
Texas Instruments Inc CUSIP: 8825081	59,818	37,596	Cost	43,864
Thermo Fisher Scientific Inc CUSIP:	34,128	34,128	Cost	46,241
Trinity Industries Inc CUSIP: 896522	37,173		Cost	
Tyco International LTD CUSIP: H89128	72,675	36,127	Cost	58,500
Tyson Foods Inc CUSIP: 902494103		88,408	Cost	104,760
United Parcel Service Inc CUSIP: 911	54,883	54,883	Cost	56,035
UnitedHealth Group Inc CUSIP: 91324P	84,952	68,230	Cost	112,548
Unum Group CUSIP: 91529Y106	100,017	152,544	Cost	143,658
Vertex Pharmaceuticals Inc CUSIP: 92	28,820	28,820	Cost	35,615
Vertex Pharmaceuticals Inc CUSIP: 92	63,120		Cost	
Viacom Inc Cl B CUSIP: 92553P201	150,487	86,881	Cost	139,761
Visa Inc CUSIP: 92826C839	73,179	58,561	Cost	118,990
Weatherford Intl LTD CUSIP: H2701310	79,773	79,773	Cost	53,712
Willis Group Holdings CUSIP: G966661		65,728	Cost	63,707
Xilinx Inc CUSIP: 983919101		34,979	Cost	38,551
Yum Brands Inc CUSIP: 988498101		22,921	Cost	23,904
Total	$ 7,811,981	$ 7,498,928		$ 9,095,586

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Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Target Corp due 3/1/12 CUSIP: 87612E	$ 160,947	$	Cost	$
Costco Wholesale Corp due 3/15/12 CU	123,050		Cost	
Sysco Corp due 6/12/12 CUSIP: 871829		74,578	Cost	74,980
Fedl Home Loan Mtg Corp due 7/15/12	243,699		Cost	
General Electric Capital Corp 5/1/13	149,853		Cost	
Fedl Home Loan Mtg Corp due 7/15/13	229,861	229,861	Cost	230,276
Lilly Eli & Company due 3/6/14 CUSIP	154,133	154,133	Cost	156,492
Goldman Sachs Group Inc due 5/1/14 C	153,671		Cost	
Fedl Natl Mtg Assn due 5/31/14 CUSIP	233,095		Cost	
Fedl Natl Mtg Assn due 10/15/14 CUSI		233,095	Cost	242,411
Fedl Natl Mtg Assn due 12/19/14 CUSI		150,914	Cost	151,331
JPMorgan Chase & Company due 1/20/15	186,183	79,793	Cost	78,966
BP Capital Markets PLC 3/10/15 CUSIP	77,897	77,897	Cost	83,097
American Express Cr Corp due 6/12/15		105,524	Cost	107,199
DirecTV Holdings LLC due 3/1/16 CUSI		85,122	Cost	84,753
General Electric Capital Corp 1/9/17		80,884	Cost	85,645
AT&T Inc due 2/15/17 CUSIP: 00206RBC		149,971	Cost	151,761
Intuit Inc due 3/15/17 CUSIP: 461202		110,006	Cost	109,586
Wells Fargo & Co due 5/8/17 CUSIP: 9		77,906	Cost	77,540
CVS Caremark Corp due 6/1/17 CUSIP:		42,639	Cost	43,041
Fedl Home Loan Mtg Corp due 7/28/17		151,095	Cost	151,508
Marathon Oil Corp due 10/1/17 CUSIP:	117,300	117,300	Cost	120,195
Abbott Laboratories due 11/30/17 CUS	89,933		Cost	
Berkshire Hathaway due 1/31/17 CUSIP		77,828	Cost	77,529
Procter & Gamble Company due 2/15/19	157,185	76,799	Cost	88,610
Coca Cola Company due 3/15/19 CUSIP:	153,072	153,072	Cost	178,922
Valero Energy Corp due 2/1/20 CUSIP:		87,400	Cost	91,199
Hewlett Packard Company due 12/9/21	101,542	101,542	Cost	100,389
Total	$ 2,331,421	$ 2,417,359		$ 2,485,430

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ATEL Growth Capital Fund V	$ 244,528	$ 211,517	Cost	$ 300,000
American Realty Capital Trust	300,000		Cost	
Total	$ 544,528	$ 211,517		$ 300,000

Federal Statements

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Clifford W Saylor 325 S Higley Rd, Ste 110 Gilbert AZ 85296	President/Di	2.00	6,160	0	0
Harley Christian 325 S Higley Rd, Ste 110 Gilbert AZ 85296	Sec/Tres/Dir	45.00	99,780	1,356	0
Norman L Knox 325 S Higley Rd, Ste 110 Gilbert AZ 85296	Director	2.00	4,950	0	0
Gregory L Bamford 325 S Higley Rd, Ste 110 Gilbert AZ 85296	Director	2.00	5,850	0	0
Steve Haase 325 S Higley Rd, Ste 110 Gilbert AZ 85296	Director	2.00	5,850	0	0
Logan W. Stillwell 325 S Higley Rd, Suite 110 Gilbert AZ 85296	VP/Director	2.00	0	0	0

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
Completed application & required attachments

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
None

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
None

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
Andre House of Arizona Phoenix AZ 85001	None	PO Box 2014 Exempt	Food & clothing for poor & homeless	10,000
Arizona Academy of Performing Arts Tempe AZ 85283	None	950 E Redfield Rd Exempt	Fine Arts Grant	5,000
Arizona Agriculture Education FFA F Phoenix AZ 85067	None	PO Box 33455 Exempt	Hire Part-time paraprofessional & sp	22,000
Arizona Cactus Pine Girl Scouts Phoenix AZ 85004	None	119 E Coronado Rd Exempt	Unrestricted	2,500
Arizona Outdoor Adventures Phoenix AZ 85069	None	PO Box 37982 Exempt	Purchase camping equipment after Wal	3,700
Arizona State University Foundation Tempe AZ 85280	None	PO Box 2260 Exempt	Scholarships	86,600
Arizonans for Children Tempe AZ 85282	None	2435 E Ja Jolla Dr Exempt	Unrestricted	5,000
Boy Scouts of America Phoenix AZ 85016	None	2969 N Greenfield Rd Exempt	Grand Canyon Council	2,500
Bread of Life Missions Camp Verde AZ 86322	None	PO Box 2991 Exempt	Unrestricted	2,000
Bridging AZ Furniture Bank Mesa AZ 85201	None	25 N Extension Rd Exempt	Community Service Grant	6,000
Central Arizona Shelter Services Phoenix AZ 85007	None	230 S 12th Ave Exempt	Dental Clinic	14,000
Chandler Christian Community Center Chandler AZ 85244	None	PO Box 591 Exempt	Food bank for poor & homeless	8,000
Chandler Symphony Orchestra Chandler AZ 85225	None	250 N Arizona Ave Exempt	Fine Arts Grant	3,000
Chandler United School District Chandler AZ 85224	None	1525 W Frye Rd Exempt	Frye Elementary School	1,800
Chandler Youth Baseball Chandler AZ 85246	None	PO Box 6833 Exempt	Community Service Grant	2,000
Child Crisis Center - East Valley Mesa AZ 85211	None	PO Box 4114 Exempt	Unrestricted	4,000
Colorado PEO Chapter House Colorado Springs CO 80906	None	1819 W Cheyenne Rd Exempt	Community Service Grant	1,000

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
EVIT Education Foundation Inc Mesa AZ 85201	None	1601 W Main St Exempt	Scholarships	8,000
First Presbyterian Church Mesa AZ 85201	None	161 N Mesa Dr Exempt	Christ Haven Program	7,000
First United Methodist Church of Gi Gilbert AZ 85233	None	331 S Cooper Rd Exempt	Unrestricted	15,000
Gabriel's Angels Mesa AZ 85202	None	220 S Mulberry St Exempt	Unrestricted	2,500
The Gideons International Phoenix AZ 85020	None	7220 N 16th St # F Exempt	Community Service Grant	2,500
Gilbert Historical Society Gilbert AZ 85299	None	PO Box 1484 Exempt	Family Room Exhibits	6,000
Gilbert National Little Leauge Gilbert AZ 85299	None	PO Box 1013 Exempt	Youth Sports	2,000
Gilbert Sister Cities Gilbert AZ 85299	None	PO Box 527 Exempt	Student Exchange Program	3,000
Girl's Ranch of Arizona - Florence Phoenix AZ 85013	None	715 W Mariposa St Exempt	Unrestricted	1,000
Kids Need to Read Mesa AZ 85210	None	33 S Mesa Dr Exempt	Educational Grant	2,000
Maricopa Community College Foundati Tempe AZ 85281	None	2419 W 14th St Exempt	Scholarships	51,500
Maricopa County Fair Phoenix AZ 85007	None	1826 W McDowell Rd Exempt	Maricopa County Fair Livestock Aucti	4,898
Mesa Arts Center Foundation Mesa AZ 85211	None	PO Box 1466 Exempt	Basic Arts Learning Program	13,000
Mesa Presbyterian Ministries Mesa AZ 85201	None	161 N Mesa Dr Exempt	Christ Haven Program	23,500
Metropolitan Youth Symphony Mesa AZ 85274	None	PO Box 41852 Exempt	Fund music lessions, MYS registratio	12,000
Mission of Mercy Phoenix AZ 85020	None	1741 E Morten Ave Exempt	Health Services	5,000
A New Leaf Mesa AZ 85203	None	868 E University Dr Exempt	La Mesita - A Family Shelter	53,000

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
New Life Center, Inc Goodyear AZ 85338	PO Box 5005 None	Exempt	Sponsor weekend counselor program	3,000
Northern Arizona University Foundat Flagstaff AZ 86011	PO Box 4108 None	Exempt	Scholarships	15,000
Paz de Cristo Community Center Mesa AZ 85210	424 W Broadway Rd None	Exempt	Food for homeless	4,000
Phoenix Boy's Choir Phoenix AZ 85014	1131 E Missouri Ave None	Exempt	Fine Arts Grant	5,000
The Phoenix Zoo Phoenix AZ 85008	455 N Galvin Pkwy None	Exempt	Unrestricted	2,500
PVCC Benevolence Fund Phoenix AZ 85032	4242 E Greenway Rd None	Exempt	Benevolence Support	2,000
Salvation Army - Chandler Chandler AZ 85244	PO Box 250 None	Exempt	Unrestricted	4,500
Salvation Army - Mesa Mesa AZ 85211	PO Box 1120 None	Exempt	Unrestricted	4,500
Samaritan's Purse Boone NC 28607	PO Box 3000 None	Exempt	Community Service Grant	500
Save the Family Foundation Mesa AZ 85201	450 W 4th Pl None	Exempt	Community Service Grant	10,000
Shriner's Hopsital for Children Tampa FL 33607	2900 Rocky Point Dr None	Exempt	Community Service Grant	1,000
Southwest Shakespeare Company Mesa AZ 85275	PO Box 30595 None	Exempt	Educational Outreach Program	7,000
St Mary's Food Bank Alliance Phoenix AZ 85009	2831 N 31st Ave None	Exempt	Unrestricted	8,000
St Vincent de Paul Society Phoenix AZ 85002	PO Box 13600 None	Exempt	Unrestricted	14,000
Sunshine Acres Children's Home Mesa AZ 85215	3405 N Higley Rd None	Exempt	Unrestricted	7,000
Symphony of the Southwest Mesa AZ 85210	56 S Center St None	Exempt	Youth Symphony "Peter & the Wolf" Pr	13,500
Teen Challenge of Arizona Tucson AZ 85703	PO Box 5966 None	Exempt	Unrestricted	6,000

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
United Food Bank Mesa AZ 85210	None	358 E Javelina St Exempt	Unrestricted	8,000
University of Arizona Foundation Tucson AZ 85721	None	1111 N Cherry Exempt	Scholarships	21,000
Valley Leadership Corporation Phoenix AZ 85016	None	4105 N 20th St, Ste 200 Exempt	Valley Teen Leadership Scholarships	5,000
Valley of the Sun YMCA Prescott AZ 86303	None	5725 S Senator Hwy Exempt	YMCA Camping Services Scholarships	10,000
Young Life Colorado Springs CO 80901	None	PO Box 520 Exempt	Young Life - Gilbert/Higley/Apache J	12,000
Total				554,498

Federal Statements

Total occupancy

Description	Amount
Office Sharing Expense	$ 16,800
Telephone	716
Other Office Expenses	275
Total	$ 17,791