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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning Sep 1, 2012, and ending Aug 31, 2013

Name of foundation GEORGE REED MCNEILL ANIMAL WELFARE FUND		A Employer identification number 27-1045290
Number and street (or P.O. box number if mail is not delivered to street address) 7000 WEST 127TH STREET		B Telephone number (see the instructions) (708) 448-4400
City or town PALOS HEIGHTS		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code IL 60463		D 1 Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Initial Return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 7,536,437.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	3,448.			
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	122,105.	97,605.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		231,616.		
	8 Net short-term capital gain			231,616.	
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
ANNUITY INCOME		50,104.	50,104.		
12 Total. Add lines 1 through 11		175,657.	379,325.	231,616.	
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	40,000.	17,272.		20,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	30,250.	13,062.		15,125.
	b Accounting fees (attach sch) L-16b Stmt	5,575.	2,408.		2,787.
	c Other prof fees (attach sch) L-16c Stmt	36,008.	31,097.		
	17 Interest				
	18 Taxes (attach schedule) (see instrs) See Line 18 Stmt	18,378.	1,571.		1,828.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,054.	455.		527.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	4,908.	50.		4,850.
	24 Total operating and administrative expenses. Add lines 13 through 23	136,173.	65,915.		45,117.
	25 Contributions, gifts, grants paid	396,710.			396,679.
26 Total expenses and disbursements. Add lines 24 and 25	532,883.	65,915.		441,796.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-357,226.				
b Net investment income (if negative, enter -0-)		313,410.			
c Adjusted net income (if negative, enter -0-)			231,616.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		43,009.	166,863.	166,863.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule) L-10a Stmt		556,228.	253,146.	279,414.
	b	Investments — corporate stock (attach schedule) L-10b Stmt		1,786,723.	1,642,203.	2,052,750.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt		1,041,077.	1,266,909.	1,292,838.
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) L-13 Stmt		3,580,605.	3,552,953.	3,744,572.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		7,007,642.	6,882,074.	7,536,437.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe L-22 Stmt)			42.	
	23	Total liabilities (add lines 17 through 22)			42.	
FUND ASSETS		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted		7,007,642.	6,882,032.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		7,007,642.	6,882,032.	
	31	Total liabilities and net assets/fund balances (see instructions)		7,007,642.	6,882,074.	

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	7,007,642.
2	Enter amount from Part I, line 27a	2	-357,226.
3	Other increases not included in line 2 (itemize) NET CAPITAL GAINS-PART IV LINE 2	3	231,616.
4	Add lines 1, 2, and 3	4	6,882,032.
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	6,882,032.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED STATEMENT		D	Various	Various
b SEE ATTACHED STATEMENT		P	Various	Various
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 404,218.		260,842.	143,376.
b 1,654,949.		1,566,709.	88,240.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	143,376.
b 0.	0.	0.	88,240.
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	231,616.
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	231,616.

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 (column (b) divided by column (c))
2011	302,068.	7,451,770.	0.040536
2010	135,773.	6,433,453.	0.021104
2009	400,000.	1,926,149.	0.207668
2008			
2007			

2 Total of line 1, column (d)	2	0.269308
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	0.089769
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,607,387.
5 Multiply line 4 by line 3	5	682,908.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,134.
7 Add lines 5 and 6	7	686,042.
8 Enter qualifying distributions from Part XII, line 4	8	441,796.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,268.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	6,268.
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	6,268.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	5,387.	
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	5,387.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	144.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,025.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>THOMAS F COURTNEY</u> Telephone no <u>(708) 448-4400</u> Located at <u>7000 W 127TH ST PAOS HEIGHTS IL</u> ZIP + 4 <u>60463</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6 a 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?

6 b

X

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

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

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
PAUL GALINSKI 18541 WEST POINT DR TINLEY PARK IL 60477	PRESIDENT 15.00	40,000.	0.	0.
THOMAS F COURTNEY SR 7000 W 127TH ST PALOS HEIGHTS IL 60463	SEC/TREAS 2.00	0.	0.	0.
SISTER ANNA DOYLE 12251 S 80TH AVE PALOS HEIGHTS IL 60463	VICE PRESIDENT 1.00	0.	0.	0.

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

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

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

None

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	

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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	1 a	7,500,662.
b Average of monthly cash balances	1 b	222,574.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	7,723,236.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	7,723,236.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	115,849.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,607,387.
6 Minimum investment return. Enter 5% of line 5	6	380,369.

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	380,369.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	6,268.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	6,268.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	374,101.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	374,101.
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	374,101.

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	1 a	441,796.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	441,796.
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	441,796.

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				374,101.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	66,655.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	66,655.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 441,796.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				374,101.
e Remaining amount distributed out of corpus	67,695.			
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	134,350.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	134,350.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	66,655.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	67,695.			

N/A

- 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
HUMANE SOCIETY OF CALUMET AREA 421 45TH AVE MUNSTER IN 46321	NONE	501 (C) (3) CORP	GENERAL SUPPORT AND SUPPORT FOR LOW INCOME PET OWNERS	36,967.
ILLINOIS HORSE RESCUE OF WILL COUNTY 3751 W CHURCH ROAD BEECHER IL 60401	NONE	501 (C) (3) CORP	GENERAL SUPPORT FOR ANIMAL WELFARE	50,000.
PALOS COMMUNITY HOSPITAL WAGS PROGRAM 12251 S 80TH AVE PALOS HEIGHTS IL 60463	NONE	501 (C) (3) CORP	GENERAL SUPPORT WAGS ANIMAL ASSISTED THERAPY	100,000.
SOUTH SUBURBAN HUMANE SOCIETY 1103 WEST END AVE. CHICAGO HEIGHTS IL 60411	NONE	501 (C) (3) CORP	GENERAL SUPPORT FOR ANIMAL WELFARE	25,000.
ANIMAL CARE LEAGUE 1011 GARFIELD ST OAK PARK IL 60304	NONE	501 (C) (3) CORP	GENERAL SUPPORT FOR ANIMAL WELFARE	25,000.
ANDERSON ANIMAL SHELTER 1000 S LA FOX RD SOUTH ELGIN IL 60177	NONE	501 (C) (3) CORP	CORP FOR ANIMAL WELFARE	100,000.
HINSDALE HUMANE SOCIETY 22 N ELM ST HINSDALE IL 60521	NONE	501 (C) (3) CORP	GENERAL SUPPORT FOR ANIMAL WELFARE	50,000.
ANIMAL WELFARE LEAGUE 10305 SOUTHWEST HIGHWAY CHICAGO RIDGE IL 60415	NONE	501 (C) (3) CORP	ANIMAL CARE FOR LOW INCOME FAMILIES	9,743.
Total			3a	396,710.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	122,105.	
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			14	50,104.	
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				172,209.	
13	Total. Add line 12, columns (b), (d), and (e)				172,209.	

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

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

[illegible]

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

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
STATE FILING FEES	10.			10.
PAYROLL TAXES	3,637.	1,571.		1,818.
EXCISE TAX	14,731.			
Total	<u>18,378.</u>	<u>1,571.</u>		<u>1,828.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INSURANCE	4,893.	50.		4,835.
POSTAGE	15.			15.
Total	<u>4,908.</u>	<u>50.</u>		<u>4,850.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THOMAS F COURTNEY P	GENERAL LEGAL COUNSEL	30,250.	13,062.		15,125.
Total		<u>30,250.</u>	<u>13,062.</u>		<u>15,125.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IPEMA & ASSOCIATES PC	ACCOUNTING & TAX RETUR	5,575.	2,408.		2,787.
Total		<u>5,575.</u>	<u>2,408.</u>		<u>2,787.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHERN TRUST CO	ASSET MANAGEMENT	36,008.	31,097.		
Total		<u>36,008.</u>	<u>31,097.</u>		

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

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
SEE ATTACHED SCHEDULE	253,146.	279,414.		
Total	<u>253,146.</u>	<u>279,414.</u>		

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	1,642,203.	2,052,750.
Total	<u>1,642,203.</u>	<u>2,052,750.</u>

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

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	1,266,909.	1,292,838.
Total	<u>1,266,909.</u>	<u>1,292,838.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
ANNUITY CONTRACTS-SCHEDULE ATTACHED	3,250,104.	3,441,543.
REAL ESTATE-SCHEDULE ATTACHED	169,819.	183,307.
COMMODITIES-SCHEDULE ATTACHED	133,030.	119,722.
Total	<u>3,552,953.</u>	<u>3,744,572.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	
	Ending Year Book Value	
PAYROLL TAXES		42.

Form 990-PF, Page 2, Part II, Line 22

Continued

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Total		<u>42.</u>

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2013

PART IV - CAPITAL GAINS AND LOSSES FROM PROPERTY ACQUIRED BY DONATION FOR TAX ON INVESTMENT INCOME

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis Plus Expense of Sale Cost	(h) Gain or (loss)
AMERICAN EXPRESS COMMON STOCK	D	1/30/2009	2/6/2013	3,262.53		923.73	2,338.80
AMERICAN EXPRESS COMPANY, COMMON STOCK	D	1/30/2009	9/14/2012	7,139.83		2,099.37	5,040.46
CATERPILLAR INCORPORATED COMMON STOCK	D	1/30/2009	2/14/2013	3,861.11		1,221.90	2,639.21
CATERPILLAR, INC	D	1/30/2009	3/20/2013	22,091.45		7,636.86	14,454.59
CHEVRON CORPORATION, COMMON STOCK	D	1/30/2009	9/14/2012	11,069.39		6,859.11	4,210.28
DOW CHEMICAL COMPANY, COMMON STOCK	D	1/30/2009	9/14/2012	26,442.08		10,260.47	16,181.61
DUKE ENERGY CORPORATION, NEW COMMON STOCK	D	1/30/2009	9/14/2012	14,046.09		9,256.39	4,789.70
EXXON MOBIL CORPORATION, COMMON STOCK	D	1/30/2009	9/14/2012	8,967.79		7,691.75	1,276.04
FLORIDA ST BRD CAP OUTLAY PUB ED-SER B 4 5% DUE 06/01/2027	D	1/30/2009	4/1/2013	40,000.00		37,891.04	2,108.96
GENERAL ELECTRIC COMPANY	D	1/30/2009	2/6/2013	13,198.00		7,131.63	6,066.37
GENERAL ELECTRIC COMPANY, COMMON STOCK	D	1/30/2009	9/14/2012	10,739.75		6,043.75	4,696.00
JP MORGAN CHASE & COMPANY, COMMON STOCK	D	1/30/2009	9/14/2012	3,900.91		2,504.58	1,396.33
JP MORGAN CHASE & COMPANY COMMON STOCK	D	1/30/2009	2/6/2013	4,501.94		2,379.35	2,122.59
KRAFT FOODS INCORPORATED, CL A COMMON STOCK	D	1/30/2009	9/14/2012	22,071.00		15,562.60	6,508.40
LEE CNTY ALABAMA SCH WTS 4 4% DUE 02/01/2033	D	1/30/2009	2/1/2013	100,000.00		87,342.41	12,657.59
MERCK & COMPANY INCORPORATED, COMMON STOCK	D	1/30/2009	9/14/2012	3,335.92		2,142.75	1,193.17
MERK & COMPANY COMMON STOCK	D	1/30/2009	2/6/2013	2,763.73		1,857.05	906.68
MONSANTO COMPANY, NEW COMMON STOCK	D	1/30/2009	9/14/2012	11,150.88		9,561.04	1,589.84
MONSANTO COMPANY NEW	D	1/30/2009	2/6/2013	2,043.15		1,529.77	513.38
PFIZER INCORPORATED COMMON STOCK	D	1/30/2009	2/6/2013	3,724.56		2,001.37	1,723.19
PFIZER INCORPORATED, COMMON STOCK	D	1/30/2009	9/14/2012	3,605.91		2,223.75	1,382.16
PHILLIP MORRIS COMMON STOCK	D	1/30/2009	2/6/2013	2,668.14		1,127.85	1,540.29
STARBUCKS CORPORATION COMMON STOCK	D	1/30/2009	2/6/2013	2,544.24		428.17	2,116.07
STARBUCKS CORPORATION, COMMON STOCK	D	1/30/2009	9/14/2013	3,826.41		713.63	3,112.78
WAL-MART INCORPORATED, COMMON STOCK	D	1/30/2009	3/21/2013	7,783.66		3,483.07	4,300.59
WAL-MART INCORPORATED, COMMON STOCK	D	1/30/2009	9/14/2012	5,153.88		2,062.50	3,091.38
WALT DISNEY COMPANY, COMMON STOCK	D	1/30/2009	2/6/2013	3,517.72		1,340.63	2,177.09
WALT DISNEY CORPORATION	D	1/30/2009	2/14/2013	7,385.68		2,784.37	4,601.31
WALT DISNEY CORPORATION	D	1/30/2009	2/6/2013	4,202.31		2,274.00	1,928.31
WELLS FARGO & COMPANY NEW	D	1/30/2009	9/14/2012	13,659.69		7,580.00	6,079.69
WELLS FARGO & COMPANY, NEW COMMON STOCK	D	1/30/2009	9/14/2012	35,560.71		14,927.06	20,633.65
YUM BRANDS INCORPORATED, COMMON STOCK	D	1/30/2009					
TOTAL				404,218.46		260,841.95	143,376.51

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2013

PART IV - CAPITAL GAINS AND LOSSES FROM PROPERTY ACQUIRED BY PURCHASE FOR TAX ON INVESTMENT INCOME

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis Plus Expense of Sale Cost	(h) Gain or (loss)
ABBOTT LABORATORIES, COMMON STOCK	P	10/3/2011	9/14/2012	4,371 15		3,283 15	1,088 00
ADR BHP BILLITON LTD	P	10/12/2011	2/6/2013	1,588 56		1,544 20	44 36
AMEGEN INC COMMON STOCK	P	1/25/2012	2/6/2013	3,437 92		2,733 38	704 54
AMERICAN EXPRESS COMMON STOCK	P	1/30/2009	2/14/2013	2,789 03		755 77	2,033 26
AMERICAN WATER WORKS COMPANY	P	9/11/2012	2/6/2013	1,154 67		1,117 20	37 47
AMGEN INCORPORATED, COMMON STOCK	P	8/8/2012	9/14/2012	4,202 41		4,065 78	136 63
AMGEN INCORPORATED COMMON STOCK	P	1/25/2012	2/14/2013	9,347 59		7,516 78	1,830 81
APPLE INC COMMON STOCK	P	10/19/2011	2/6/2013	6,889 34		6,082 05	807 29
AUTODESK INCORPORATED, COMMON STOCK	P	10/6/2011	10/2/2012	9,019 79		7,220 73	1,799 06
AUTOMATIC DATA PROCESSING INCORPORATED, COMMON STOCK	P	1/19/2012	10/2/2012	10,468 56		10,241 82	226 74
BRISTOL MYERS SQUIB COMMON STOCK	P	10/3/2011	2/6/2013	2,367 90		2,051 37	316 53
BRISTOL MYERS SQUIBB CO	P	11/22/2011	3/20/2013	4,844 89		3,819 75	1,025 14
BRISTOL MYERS SQUIBB CO	P	10/3/2011	3/20/2013	16,860 22		13,728 38	3,131 84
CATERPILLAR COMMON STOCK	P	1/30/2009	2/6/2013	3,661 81		1,130 26	2,531 55
CHEROKEE COUNTY GEORGIA SEWER & WATER	P	1/30/2009	8/1/2013	200,000 00		178,248 57	21,751 43
CHEVRON CORPORATION COMMON STOCK	P	9/27/2011	2/6/2013	4,050 11		3,312 03	738 08
CITRIX SYSTEMS INC COMMON STOCK	P	10/11/2011	2/6/2013	1,464 97		1,203 38	261 59
CITRIX SYSTEMS INCORPORATED, COMMON STOCK	P	10/11/2011	9/14/2012	1,990 20		1,504 22	485 98
COCA COLA COMMON STOCK	P	10/7/2011	2/6/2013	2,622 84		2,325 33	297 51
CONOCOPHILLIPS, COMMON STOCK	P	10/4/2011	11/21/2012	10,954 75		9,394 66	1,560 09
CUMMINS INC	P	10/11/2011	2/6/2013	1,731 26		1,423 50	307 76
CVS CAREMARK CORP	P	8/8/2012	2/6/2013	3,095 33		2,714 40	380 93
DANAHER CORPORATION COMMON STOCK	P	10/11/2011	2/6/2013	3,910 96		2,866 34	1,044 62
DOMINION RES INCORPORATED	P	1/9/2012	2/14/2013	19,276 31		18,272 56	1,003 75
DOMINIONS RESTAURANT INC	P	1/9/2012	2/6/2013	2,442 55		2,305 74	136 81
DU PONT E I DE NEMOURS	P	9/11/2012	2/6/2013	1,191 22		1,271 00	(79 78)
DUPONT E I DE NEMOURS & CO COMMON STOCK	P	9/11/2012	8/27/2013	12,903 52		11,439 00	1,464 52
EATON CORP PLC	P	12/3/2012	2/6/2013	1,724 05		1,549 65	174 40
EATON CORP PLC MERGER 12/3/12-CAPITAL STRUCTURE CHANGES	P	VARIOUS	12/31/2012	15,496 50		12,636 00	2,860 50
EMC CORP COMMON STOCK	P	10/11/2011	2/6/2013	3,227 82		2,993 88	233 94
EXPRESS SCRIPTS HLDG CO	P	1/25/2012	2/6/2013	2,677 44		2,596 70	80 74
EXXON MOBIL CORPORATION	P	9/27/2011	2/6/2013	4,970 24		4,051 30	918 94
FRANKLIN RES INCORPORATED COMMON STOCK	P	10/12/2011	2/14/2013	2,098 30		1,474 08	624 22
FRANKLIN RES INCORPORATED, COMMON STOCK	P	8/8/2012	9/14/2012	3,044 68		2,933 75	110 93
FRANKLIN RESTAURANTS INC COMMON STOCK	P	10/1/2011	2/6/2013	2,762 94		1,965 44	797 50
GOOGLE INC CLA A	P	10/11/2011	12/11/2012	3,458 17		2,714 00	744 17
GOOGLE INC CLA A	P	1/19/2012	2/6/2013	3,790 77		3,185 00	605 77
HOME DEPOT INC COMMON STOCK	P	1/25/2012	2/6/2013	3,706 91		2,483 80	1,223 11
INTEL CORPORATION COMMON STOCK	P	10/3/2011	2/6/2013	1,907 06		1,873 38	33 68
INTERCONTINENTAL EXCHANGE INC COMMON STOCK	P	8/8/2012	2/6/2013	2,097 25		1,984 95	112 30
INTERCONTINENTAL EXCHANGE INC COMMON STOCK	P	8/8/2012	2/14/2013	5,241 48		4,631 55	609 93
INTERNATIONAL BUSINESS MACHINES CORPORATION COMMON STOCK	P	11/21/2011	2/6/2013	3,070 57		2,711 55	359 02
INTERNATIONAL BUSINESS MACHINES CORPORATION, COMMON STOCK	P	12/22/2011	9/14/2012	7,051 29		6,339 55	711 74
JOHNSON CONTROLS INCORPORATED COMMON STOCK	P	11/21/2011	2/6/2013	929 98		860 10	69 88
JOHNSON CONTROLS INCORPORATED COMMON STOCK	P	10/18/2011	2/6/2013	11,934 73		12,454 60	(519 87)
JP MORGAN CHASE & COMPANY COMMON STOCK	P	2/11/2013	2/14/2013	1,458 86		751 37	707 49
MALLINCKRODT PLC COMMON STOCK	P	3/15/2013	7/17/2013	38 79		40 27	(1 48)
MC DONALDS CORPORATION COMMON STOCK	P	8/8/2012	2/6/2013	3,348 37		3,065 65	282 72
MC DONALDS CORPORATION, COMMON STOCK	P	8/8/2012	9/14/2012	2,295 19		2,189 75	105 44

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2013

PART IV - CAPITAL GAINS AND LOSSES FROM PROPERTY ACQUIRED BY PURCHASE FOR TAX ON INVESTMENT INCOME

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis Plus Expense of Sale Cost	(h) Gain or loss
MCDONALDS CORPORATION COMMON STOCK	P	8/8/2012	2/14/2013	1,426.76		1,313.85	112.91
MFB NORTHERN FDS BD INDEX	P	12/27/2011	3/18/2013	167,799.00		167,798.94	0.06
MFB NORTHERN FUNDS BD INDEX FUND	P	12/27/2011	7/25/2013	2,240.76		2,343.00	(102.24)
MFB NORTHERN FUNDS BD INDEX FUND	P	3/31/2012	7/25/2013	127,807.24		131,694.92	(3,887.68)
MFB NORTHERN FUNDS EMERGING MARKETS EQUITY INDEX FUND	P	3/13/2012	7/25/2013	14,982.27		16,464.00	(1,481.73)
MFB NORTHERN FUNDS EMERGING MARKETS EQUITY INDEX FUND	P	2/17/2012	7/25/2013	8,923.73		9,716.39	(792.66)
MFB NORTHERN FUNDS FIXED INCOME FD	P	7/24/2013	7/25/2013	492.46		492.35	0.11
MFB NORTHERN FUNDS FIXED INCOME FD	P	3/15/2013	7/25/2013	178,887.73		184,500.00	(5,612.27)
MFB NORTHERN FUNDS SMALL CAP INDEX FUND	P	1/25/2012	9/12/2012	7,226.00		6,777.27	\$ 448.73
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	4/25/2012	9/12/2012	37,926.00		37,212.33	713.67
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	1/13/2011	12/7/2012	21,670.00		20,402.05	1,267.95
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	12/22/2011	3/18/2013	3,222.01		2,944.76	277.25
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	10/19/2011	3/18/2013	27,630.99		24,821.09	2,809.90
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	4/25/2012	7/25/2013	64,530.28		62,064.67	2,465.61
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	10/19/2011	7/25/2013	11,320.72		10,276.64	1,044.08
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	12/22/2011	2/12/2013	49,971.88		46,153.24	3,818.64
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	1/13/2011	2/12/2013	1,446.12		1,348.95	97.17
MFB NORTHERN INTL EQUITY INDEX FD	P	10/28/2011	7/25/2013	17,493.00		15,648.34	1,844.66
MFB NORTHERN MID CAP INDEX FUND	P	1/25/2012	9/12/2012	7,867.00		7,348.43	518.57
MFB NORTHERN MID-CAP CAPITAL GAIN DIVIDENDS	P	VARIOUS	12/20/2012	2,074.36		2,074.36	
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	10/19/2011	7/26/2013	5,909.07		5,378.27	530.80
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	P	9/23/2011	7/26/2013	30,909.93		28,133.31	2,776.62
MFB NORTHERN FUNDS CAPITAL GAINS-SHORT TERM	P	VARIOUS	12/20/2012	1,110.94			1,110.94
MFB NORTHERN FUNDS CAPITAL GAINS-SHORT TERM	P	VARIOUS	12/20/2012	178.70			178.70
MFB PIMCO FDS CAPITAL GAIN DIVIDENDS	P	VARIOUS	12/13/2012	112.57			112.57
MFB PIMCO FDS CAPITAL GAIN DIVIDENDS	P	VARIOUS	12/19/2012	1,691.62			1,691.62
MFB PIMCO FDS CAPITAL GAIN DIVIDENDS	P	VARIOUS	12/20/2012	690.26			690.26
MFB PIMCO FDS CAPITAL GAIN DIVIDENDS	P	VARIOUS	12/13/2012	277.30			277.30
MFB PIMCO FDS CAPITAL GAIN DIVIDENDS-SHORT TERM	P	VARIOUS	1/3/2013	9.69			9.69
MFC FLEXSHARES TR IBOX 3 YR TARGET DURATION TIPS CAPITAL GAIN	P	VARIOUS	1/3/2013	0.57			0.57
MFC FLEXSHARES TR IBOX 3 YR TARGET DURATION TIPS CAPITAL GAIN	P	VARIOUS	1/3/2013	155.35			155.35
MFC FLEXSHARES TR IBOX 5 YR TARGET DURATION TIPS CAPITAL GAIN	P	VARIOUS	1/3/2013	1.80			1.80
MFC FLEXSHARES TR IBOX 5 YR TARGET DURATION TIPS CAPITAL GAIN	P	VARIOUS	7/30/2013	76,401.17		78,349.82	(1,948.65)
MFC FLEXSHARES TR MORNING STAR GLOBAL UPSTREAM NAT RES INDEX FD CAPITAL GAIN	P	VARIOUS	7/30/2013	10,614.22		11,492.70	(878.48)
MFC FLEXSHARES TR MORNING STAR GLOBAL UPSTREAM NAT RES INDEX FD CAPITAL GAIN	P	VARIOUS	7/30/2013	2,089.68		2,213.93	(124.25)
MFC FLEXSHARES TR MORNING STAR GLOBAL UPSTREAM NAT RES INDEX FD CAPITAL GAIN	P	VARIOUS	7/30/2013	3,714.97		3,923.44	(208.47)
MFC FLEXSHARES TR MORNING STAR GLOBAL UPSTREAM NAT RES INDEX FD CAPITAL GAIN	P	VARIOUS	7/30/2013	165.85		167.40	(1.55)
MFC GOLD TRUST	P	10/6/2011	2/6/2013	4,066.41		4,021.85	44.56
MFC GOLD TRUST	P	9/27/2011	2/6/2013	21,145.32		20,972.90	172.42
MFC SPDR GOLD TR	P	1/9/2012	3/20/2013	11,547.98		11,813.25	(265.27)
MFC SPDR GOLD TR	P	10/6/2011	3/20/2013	14,627.44		15,283.03	(655.59)
MFC SPDR GOLD TR	P	5/18/2012	3/20/2013	19,246.63		19,310.00	(63.37)
MFC SPDR GOLD TR	P	4/5/2012	3/20/2013	50,041.24		51,395.50	(1,354.26)
MFC SPDR GOLD TR	P	3/15/2012	3/20/2013	23,095.96		24,024.06	(928.10)
MFO PIMCO FDS PAC	P	1/20/2012	2/4/2013	6,426.88		6,229.00	197.88
MFO PIMCO FDS PAC	P	12/7/2011	2/4/2013	97.87		108.90	(11.03)
MFO PIMCO FDS PAC	P	12/7/2011	2/4/2013	411.24		457.67	(46.43)
MFO PIMCO FDS PAC	P	11/3/2011	2/4/2013	2,617.92		3,086.21	(468.29)
MFO PIMCO FDS PAC	P	10/13/2011	2/4/2013	9,054.08		10,156.00	(1,101.92)

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2013

PART IV - CAPITAL GAINS AND LOSSES FROM PROPERTY ACQUIRED BY PURCHASE FOR TAX ON INVESTMENT INCOME

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis Plus Expense of Sale Cost	(h) Gain or (loss)
MFO PIMCO FDS PAC	P	9/27/2011	2/4/2013	8,766 20		10,013 00	(1,246 80)
MFO PIMCO FDS PAC	P	3/14/2012	2/4/2013	10,952 69		11,033 00	(80 31)
MFO PIMCO FDS PAC	P	12/12/2012	2/4/2013	113 21		112 57	0 64
MFO PIMCO FDS PAC	P	12/12/2012	2/4/2013	278 94		277 30	1 64
MFO PIMCO FUNDS PAC INVESTMENT MANAGEMENT COMMODITY	P	11/3/2011	9/12/2012	1,032 00		1,158 79	(126 79)
NATIONAL OIL WELL VARCO COMMON STOCK	P	9/27/2011	2/6/2013	2,174 05		1,734 08	439 97
NIKE INC CL ASS B	P	10/6/2011	2/6/2013	1,361 71		1,115 50	246 21
NOBLE CORPORATION (SWITZERLAND) COMMON STOCK	P	11/16/2012	2/6/2013	1,626 35		1,332 80	293 55
NOBLE CORPORATION INCORPORATED COMMON STOCK	P	10/6/2011	2/6/2013	1,624 45		1,152 75	471 70
NOBLE CORPORATION (SWITZERLAND), COMMON STOCK	P	10/3/2011	11/21/2012	14,819 12		11,869 85	2,949 27
NOBLE ENERGY INC COMMON	P	10/6/2011	4/30/2013	4,051 13		2,689 75	1,361 38
NOBLE ENERGY INC COMMON	P	10/5/2011	4/30/2013	8,680 98		5,432 25	3,248 73
NORFOLK SOUTHERN CORPORATION COMMON STOCK	P	10/11/2011	2/6/2013	1,730 72		1,702 32	28 40
NUCOR CORPORATION COMMON STOCK	P	2/8/2012	2/6/2013	1,160 97		1,137 39	23 58
ORACLE CORPORATION COMMON	P	10/14/2011	4/30/2013	4,868 89		4,730 99	137 90
ORACLE CORPORATION COMMON	P	10/11/2011	4/30/2013	3,245 92		3,107 00	138 92
ORACLE CORPORATION COMMON STOCK	P	10/14/2011	2/6/2013	3,582 91		3,153 99	428 92
PRECISION CASTPARTS CORPORATION COMMON STOCK	P	11/22/2011	2/6/2013	1,841 05		1,566 80	274 25
PROCTOR & GAMBLE COMMON STOCK	P	10/28/2011	2/6/2013	1,505 57		1,291 56	214 01
PROCTOR & GAMBLE COM NPV	P	10/28/2011	12/11/2012	10,529 76		9,686 70	843 06
QUALCOM INCORPORATED COMMON STOCK	P	1/19/2012	2/6/2013	3,647 51		3,199 90	447 61
SCHULMBERGER LTD COMMON STOCK	P	10/11/2011	2/6/2013	1,578 56		1,338 40	240 16
SIMON PROPERTY GROUP INCORPORATED COMMON STOCK	P	10/12/2011	2/6/2013	3,216 33		2,317 20	899 13
SIMON PROPERTY GROUP INCORPORATED COMMON STOCK	P	10/12/2011	2/14/2013	2,445 24		1,737 90	707 34
SPECTRA ENERGY CORP	P	9/27/2011	3/8/2013	17,621 19		15,608 94	2,012 25
SPECTRA ENERGY CORPORATION COMMON STOCK	P	9/27/2011	2/6/2013	1,952 96		1,805 99	146 97
ST JUDE MEDICAL INCORPORATED	P	9/27/2012	2/6/2013	1,434 26		1,476 19	(41 93)
UNITED HEALTH GROUP INCORPORATED, COMMON STOCK	P	10/14/2011	9/14/2012	14,743 65		12,872 72	1,870 93
UNITED HEALTH GROUP INCORPORATED COMMON STOCK	P	10/14/2011	2/6/2013	2,503 29		2,106 45	396 84
UNITED TECHNOLOGIES CORPORATION COMMON STOCK	P	10/11/2011	2/6/2013	1,765 36		1,470 12	295 24
US BANCORP	P	8/8/2012	2/6/2013	2,000 95		1,986 22	14 73
V F CORPORATION COMMON STOCK	P	11/21/2011	2/6/2013	2,970 94		2,589 40	381 54
VERIZON COMMUNICATIONS COMMON STOCK	P	10/3/2011	2/6/2013	1,989 86		1,635 75	354 11
VERIZON COMMUNICATIONS, COMMON STOCK	P	10/3/2011	9/14/2012	2,210 20		1,817 50	392 70
WHOLE FOODS MKT INCORPORATED, COMMON STOCK	P	11/22/2011	2/6/2013	7,243 33		4,833 30	2,410 03
WHOLE FOODS MKT INCORPORATED, COMMON STOCK	P	11/21/2011	2/6/2013	14,486 67		9,496 80	4,989 87
WHOLE FOODS MKT INCORPORATED, COMMON STOCK	P	11/22/2011	9/14/2012	4,871 90		3,222 20	1,649 70
TOTAL				1,654,949 04		1,566,709 50	88,239 54

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2013

PART II BALANCE SHEETS, LINE 10a, INVESTMENTS - STATE AND LOCAL OBLIGATIONS

DESCRIPTION	PAR VALUE	BOOK VALUE	MARKET MARKET VALUE
FLORIDA ST DEPT EPA 4.25% 7/01/25	\$ 120,000	\$ 106,870.48	\$ 120,840.00
NORTH CAROLINA CAP 4.25% 7/1/42	70,000	56,126.58	63,410.00
VAL VERDE CALIF 4.5% 3/30/06	85,000	90,148.61	92,755.40
ACCRUED INTEREST			2,408.32
TOTALS		\$ 253,145.67	\$ 279,413.72

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2013

PART II BALANCE SHEETS, LINE 10b, INVESTMENTS - CORPORATE STOCK

Description	SHARES	Book Value	FAIR MARKET VALUE
AMERICAN EXPRESS COMMON STOCK	400.000	6,718.00	28,764.00
AMGEN INC COMMON STOCK	225.000	16,709.30	24,511.50
APPLE INC COMMON STOCK	120.000	51,569.55	58,446.00
CHEVRON CORP COMMON STOCK	290.000	24,452.92	34,924.70
CISCO SYSTEM INC. COMMON STOCK	1,050.000	24,154.50	26,806.50
COCOA COLA COMPANY COMMON STOCK	580.000	19,055.37	22,144.40
COVIDIEN PLC USD	175.000	10,450.33	10,395.00
CUMMINS INC	135.000	12,811.50	16,632.00
CVS CAREMARK CORP COMMON STOCK	490.000	22,167.60	28,444.50
DANAHER CORP COMMON STOCK	535.000	23,592.16	35,053.20
EATON CORP COMMON STOCK	270.000	13,946.85	17,096.40
EMC CORP COMMON STOCK	1,070.000	24,303.78	27,584.60
EMERSON ELECTRIC COMPANY COMMON STOCK	315.000	18,169.20	19,016.55
EXXON MOBIL CORP COMMON STOCK	525.000	19,572.00	16,007.25
EXPRESS SCRIPTS HOLDING CO COMMON STOCK	400.000	22,444.23	25,552.00
EXXON MOBIL CORP COMMON STOCK	176.000	13,537.48	15,340.16
EXXON MOBIL CORP COMMON STOCK	269.000	19,814.54	23,446.04
FRANKLIN RESTAURANTS INC. COMMON STOCK	495.000	16,691.83	22,849.20
GENERAL ELECTRIC CO. COMMON STOCK	1,160.000	14,021.50	26,842.40
GOGGLE INC CL A	35.000	18,383.25	29,641.50
HOME DEPOT INC. COMMON STOCK	470.000	21,290.45	35,010.30
INTEL CORP COMMON STOCK	745.000	15,973.60	16,375.10
INTERNATIONAL BUSINESS MACHINES CORPORATION. COMMON STOCK	182.270	24,326.95	24,606.45
JP MORGAN CHASE & COMPANY COMMON STOCK	750.000	19,521.37	37,897.50
MC DONALDS CORP. COMMON STOCK	275.000	24,087.25	25,949.00
MERCK & COMPANY INC. COMMON STOCK	535.000	15,284.95	25,300.15
METLIFE INC. COMMON STOCK	425.000	15,593.25	19,630.75
MONSANTO CO NEW COMMON STOCK	155.000	11,855.69	15,172.95
NATIONAL OILWELL VARGO COMMON STOCK	270.000	15,606.67	20,061.00
NIKE INC. CL B	225.000	9,894.75	14,134.50
NOBLE CORPORATION COMMON STOCK	335.000	11,162.20	12,462.00
NORFOLK SOUTHERN CORP. COMMON STOCK	225.000	15,320.85	16,236.00
NUCOR CORP. COMMON STOCK	200.000	9,099.08	9,098.00
ORACLE CORPORATION COMMON STOCK	600.000	16,960.30	19,116.00
PFIZER INC COMMON STOCK	1,140.000	19,085.50	32,159.40
PHILIP MORRIS INTL. COMMON STOCK	270.000	10,150.65	22,528.80
PRECISION CASTPARTS CORP. COMMON STOCK	85.000	13,484.05	17,955.40
PROCTOR & GAMBLE COMMON STOCK	180.000	11,372.04	14,020.20
QUALCOMM INC. COMMON STOCK	445.000	22,975.95	29,494.60
SCHULBERGER LTD. COMMON STOCK	180.000	11,330.60	14,569.20
SIMON PROPERTY GROUP IN. COMMON STOCK	140.000	16,220.40	20,388.20
ST. JUDE MED INC. COMMON STOCK	290.000	12,231.30	14,618.90
STARBUCKS CORP. COMMON STOCK	355.000	6,070.75	25,034.60
UNITED TECHNOLOGIES CORP. COMMON STOCK	155.000	11,393.43	15,515.50
UNITED HEALTH CARE INC. COMMON STOCK	355.000	17,116.12	25,467.70
US BANCORP	490.000	16,220.76	17,703.70
V.F. CORP. COMMON STOCK	180.000	23,044.20	33,697.80
VERIZON COMMUNICATIONS COMMON STOCK	355.000	12,904.25	16,819.90
WALT DISNEY CO. COMMON STOCK	400.000	8,250.00	24,332.00
WELLS FARGO & CO NEW COMMON STOCK	980.000	18,571.00	40,258.40
AMERICAN WATER WORKS CO INC. NEW COMMON STOCK	245.000	8,352.03	9,981.30
C R CARD	150.000	15,229.24	17,230.50
CITRIX INC COMMON STOCK	170.000	9,630.87	12,030.90
INTERCONTINTAL WXCHANGE INC COMMON STOCK	179.750	12,810.00	17,975.00
MALLINCKRODT PLC COMMON STOCK	43.650	860.89	916.65

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2013

PART II BALANCE SHEETS, LINE 10b, INVESTMENTS - CORPORATE STOCK

Description	SHARES	Book Value	FAIR MARKET
			VALUE
MFB NORTHERN MID CAP INDEX FUND	15 440	88,605.63	118,391.45
MFB NORTHERN FUNDS SMALL CAP INDEX FUND	10,806 360	86,860.99	120,058 66
BHP BILLTON LTD SPONSORED ADR	155.000	11,967.55	9,808.40
MFB NORTHERN INTL EQUITY INDEX FD	28,480.210	280,760.66	315,275.92
MFB NORTHERN FUNDS EMERGING MKTS FUND	25,009.150	278,060.61	263,096.25
ACCRUED DIVIDENDS			2,873.48
TOTALS		\$ 1,642,102.72	\$ 2,052,750 41

GEORGE REED MCNEIL ANIMAL WELFARE FUND

T.I.N. 27-1045290

FORM 990-PF FOR THE FISCAL PERIOD ENDED 08/31/2013

PART II BALANCE SHEETS, LINE 10c, INVESTMENTS - CORPORATE BONDS

DESCRIPTION	PAR VALUE	BOOK VALUE	MARKET MARKET VALUE
MFB NORTHERN FUNDS BOND INDEX FUND	\$ 4,688.84	\$ 50,852.59	\$ 48,998.37
MFB NORTHERN FUNDS SHORT BOND FUND	24,231.43	461,864.00	460,154.85
MFB NORTHERN FUNDS ULTRA SHORT FIXED INCOME FUND	22,060.00	225,012.00	224,791.40
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	52,243.49	373,151.69	404,656.43
MFC FLEXSHARES TR IBOX 3 YR TARGET	\$ 6,194.00	156,028.50	154,236.79
TOTALS		\$ 1,266,908.78	\$ 1,292,837.84