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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

MCNEELY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

444 PINE STREET

City or town, state or province, country, and ZIP or foreign postal code

ST PAUL, MN 55101-2453

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) ▶ \$ 25,863,381

J Accounting method

☐ Cash☒ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

41-1392221

B Telephone number (see instructions)

651 228-4500C 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 ☐**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)

	(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)	0			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	47,407	61,588		
4 Dividends and interest from securities	269,554	111,773		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	204,763			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)	LIMITED	0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) PSHP K-1	8,479	86,709		
12 Total. Add lines 1 through 11	530,203	260,070	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 1	3,500	1,750		1,750
c Other professional fees (attach schedule)	40,862	7,133		33,729
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 1	768	6,687		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	507			507
22 Printing and publications				
23 Other expenses (attach schedule) STMT 1	15,593	223		13,672
24 Total operating and administrative expenses. Add lines 13 through 23	61,230	15,793	0	49,658
25 Contributions, gifts, grants paid	1,061,993			956,993
26 Total expenses and disbursements. Add lines 24 and 25	1,123,223	15,793	0	1,006,651
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	(593,020)			
b Net investment income (if negative, enter -0-)		244,277		
c Adjusted net income (if negative, enter -0-)			0	

P1

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	240,107	91,707	91,707
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶	134,505	196,182	196,182
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶		0	
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	376,000	346,000	346,000
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			135,793
	10 a Investments - U S and state government obligations (attach schedule), b Investments - corporate stock (attach schedule) STMT 2	7,576,329	8,494,708	19,296,062
	c Investments - corporate bonds (attach schedule) STMT 2	961,768	0	0
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 2	2,742,239	2,412,829	5,797,637
	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)	12,030,948	11,541,426	25,863,381	
Liabilities	17 Accounts payable and accrued expenses	14,440	12,940	
	18 Grants payable	5,000	110,000	
	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 ▶ DEFERRED TAXES)	135,793	135,793	
	23 Total liabilities (add lines 17 through 22)	155,233	258,733	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 2 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, . . . ▶ <input checked="" type="checkbox"/> X check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .	11,875,714	11,282,694	
	30 Total net assets or fund balances (see instructions)	11,875,714	11,282,694	
31 Total liabilities and net assets/fund balances (see instructions)	12,030,948	11,541,426		

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	11,875,714
2 Enter amount from Part I, line 27a	2	(593,020)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	11,282,694
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,282,694

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a CHARLES SCHWAB - LTCG DISTRIB.**

P

b BERNSTEIN FUNDS - PUBLICLY TRADED S/T

P

c BERNSTEIN FUNDS - PUBLICLY TRADED L/T

P

d MAIRS & POWERS FUNDS - LTCG DISTRIB

P

e PSHP INVESTMENTS - SCH. K-1

P

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 131,966		0	131,966
b 408			408
c		945,869	(945,869)
d 6,897			6,897
e 52,896		86,698	(34,824)

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a		0	131,966
b		0	408
c		0	(945,869)
d		0	6,897
e		0	(34,824)

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

(841,422)

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

0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	988,708	20,351,675	0.0486
2011	937,025	20,400,244	0.0459
2010	773,226	19,680,208	0.0393
2009	1,186,009	18,503,925	0.0641
2008	1,640,968	23,795,273	0.0690

2 Total of line 1, column (d)

2

0.2669

**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

0.0534

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4

23,198,011

5 Multiply line 4 by line 3

5

1,238,774

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

2,443

7 Add lines 5 and 6

7

1,241,217

8 Enter qualifying distributions from Part XII, line 4

8

1,006,651

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 instructions)	1	4,886
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	4,886
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,886
6 Credits/Payments 2012 O/P		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,528
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	12,528
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,642
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 7,642 Refunded 11 0	11	0

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 Instructions for the 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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MINNESOTA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <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 2013 or the taxable year beginning in 2013 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address MCNEELYFOUNDATION.ORG				
14	The books are in care of KAREN REYNOLDS	Telephone no	651 228-4500	
	Located at 444 PINE STREET, ST. PAUL, MN	ZIP+4	55101-2453	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 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 2013)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

Part VII-B . Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

Form **990-PF** (2013)

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	18,917,621
b	Average of monthly cash balances	1b	1,520,584
c	Fair market value of all other assets (see instructions)	1c	3,113,075
d	Total (add lines 1a, b, and c)	1d	23,551,280
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	23,551,280
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	353,269
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	23,198,011
6	Minimum investment return. Enter 5% of line 5	6	1,159,901

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

1	Minimum investment return from Part X, line 6	1	1,159,901
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,886
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	4,886
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,155,015
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,155,015
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,155,015

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	1,006,651
b	Program-related investments - total from Part IX-B	1b	0
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	1,006,651
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,006,651

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,155,015
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			998,840	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,006,651				
a Applied to 2012, but not more than line 2a			998,840	
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 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				7,811
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,147,204
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ARMAR A. ARCHBOLD - SEE STMT 3

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

NONE

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

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

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

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

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

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

c Any submission deadlines

NONE

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

NO GRANTS TO INDIVIDUALS

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	316,961	
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	525290	24,585	14	8,479	
8 Gain or (loss) from sales of assets other than inventory			18	204,763	
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)		24,585		530,203	0
13 Total. Add line 12, columns (b), (d), and (e)			13		554,788

(See worksheet in line 13 instructions to verify calculations)

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

N/A

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)

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

- [illegible]

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

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

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

McNeely Foundation
FEIN 41-1392221
Tax Year 2013

Form 990-PF, Part I

	(a) Revenue and Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Disbursements For Charitable Purposes
<u>Accounting Fees - Line 16(b)</u>				
Audit fees	3,500	1,750		1,750
<u>Other Professional Fees - Line 16(c)</u>				
Investment management fee	2,633	2,633		
Consulting - investment performance	4,500	4,500		
Grant/Program consulting	33,729			33,729
	40,862	7,133	-	33,729
<u>Taxes - Line 18</u>				
Federal income taxes	(155)	5,764		
Foreign W/H taxes	898	898		
State fees	25	25		
	768	6,687	-	-
<u>Other Expenses - Line 23</u>				
Clubs and Association Dues	21			21
Bank service charges	446	223		223
Travel - Meals	3,397			1,699
Office Supplies	254			254
Computer expenses	4,986			4,986
Miscellaneous expenses	6,489			6,489
	15,593	223	-	13,672

McNeely Foundation
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Form 990-PF, Part II

Line 7 - Notes and Loans Receivable

Program Related - Kinnickinnic River Land Trust
 Grantee Loans

	Book Value		Fair Market
	Beginning	Ending	Value
Program Related - Kinnickinnic River Land Trust	266,000	266,000	266,000
Grantee Loans	110,000	80,000	80,000
	376,000	346,000	346,000

Line 10(b) - Investments/Corporate Stock

RBC Dain Rauscher Wealth Mgmt account
 Charles Schwab institutional account
 AI Frank Funds account
 AllianceBernstein investment account
 Vanguard Marketable Securities
 Mairs and Power Small Cap

300	3,348,308	2,622,733	12,871,010
600	308,228	-	-
700	721,082	-	-
800	3,079,373	-	-
250	-	5,363,668	5,909,792
260	-	508,307	515,260
	7,456,991	8,494,708	19,296,062

Line 10(c) - Investments/Bonds

Charles Schwab institutional account

	961,768	0	-
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Line 15 - Other Assets

AIF V Private LLC
 Global Private LLC
 TL Ventures V LLC
 Perceptum Capital LP
 Private Varde LP
 Varde Credit Ptns LP (new in 2013)
 Varde Fund LP
 Varde VIII LP
 Varde Invn Ptns (new in 2012)
 Private investments - common stock

	346,868	337,423	53,483
	384,723	384,723	299,235
	62,556	38,994	334,352
	876,251	876,251	257,102
	140,980	(43,550)	670,103
	-	181,266	185,461
	339,895	120,355	66,578
	216,173	92,574	185,401
	zero	zero	3,321,130
	374,793	424,793	424,793
	2,742,239	2,412,829	5,797,637

Total investments

	11,160,998	10,907,537	25,093,699
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Form 990-PF, Part XV

Line 3(b) - Approved for Future Pmt

Amherst Wilder Foundation
 Kinnickinnic River Land Trust
 Lower Phalen Creek Project
 Merrick Community Services
 Minnesota Sinfonia

	5,000	
		25,000
		5,000
		60,000
		15,000
	5,000	105,000

McNeely Foundation

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Form 990-PF, Part VII**Line 1 - Officers and Directors**

<u>Name and Address</u>	<u>Title and Avg Hours</u>	<u>Compensation</u>	<u>Contributions to Benefit Plans</u>	<u>Expense Acct & Other Allow</u>
Shannon McNeely Whitaker 444 Pine Street St. Paul, MN 55101	Chair/ Trustee/ Part	0	0	0
W E Barsness 13405 15th Ave N Plymouth, MN 55441	V Chairman Trustee/ Part	0	0	0
Armar A. Archbold 310 Louckes Ave Los Altos, CA 94022	Secretary/ Trustee/ Part	0	0	0
Kevin McNeely 600 Michael Drive Sonoma, CA 95476	Trustee/ Part	0	0	0
Ted Madden 16 9th Street Island Livingston, MT 59047	Trustee/ Part	0	0	0
Nicholas McNeely 1895 Chelton Ave St Paul, MN 55104	Trustee/ Part	0	0	0
Gregory McNeely 444 Pine Street St Paul, MN 55101	Trustee/ Part	0	0	0
Irene McNeely 3307 Ankeny Street Portland, OR 97214	Trustee/ Part	0	0	0

Form 990-PF, Part XV**Line 1(a) - Managers contributing > 2% in any Tax Year**

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

McNeely Foundation

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

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Alzheimer's Association P O Box 96011 Washington, DC 20090	n/a	501(c)(3)	General operating support	\$50
American Cancer Society P O Box 22718 Oklahoma City, OK 73123	n/a	501(c)(3)	General operating support	\$250
American Composers Forum 332 Minnesota St Suite E145 Saint Paul, MN 55101	n/a	501(c)(3)	General operating support	\$1,000
American Friends Service Committee 1501 Cherry Street Philadelphia, PA 19102-1403	n/a	501(c)(3)	General operating support	\$200
American Indian College Fund P O Box 172449 Denver, CO 80217-9797	n/a	501(c)(3)	General operating support	\$2,500
American Indian Family Center 579 Wells Avenue Saint Paul, MN 55130	n/a	501(c)(3)	Wounspe Wawokiya program support	\$2,600
American Red Cross P O Box 4002018 Des Moines, IA 50340-2018	n/a	501(c)(3)	Disaster Relief	\$1,100
Animal Ark 809 E 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	General operating support	\$2,000
Animal Humane Society 845 Meadow Lane N Golden Valley, MN 55422	n/a	501(c)(3)	General operating support	\$275
Assemblies of God 1445 N Boonville Avenue Springfield, MO 65802-1894	n/a	501(c)(3)	General operating support	\$285
Association of Small Foundations P O Box 247 Winooski, VT 05404-9901	n/a	501(c)(3)	General operating support	\$725
Assumption Church 51 West 7th Street Saint Paul, MN 55102	n/a	501(c)(3)	General operating support	\$1,000
Breakthrough Twin Cities 2051 Larpenteur Avenue E Saint Paul, MN 55109	n/a	501(c)(3)	Support for the Student & Family Liaison Position	\$25,000

McNeely Foundation

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Tax Year 2013

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

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Catholic Services Appeal Archdiocese of Saint Paul/Minneapolis 226 Summit Avenue Saint Paul, MN 55102	n/a	501(c)(3)	General operating support	\$230
Catlin Gabel Fund 8825 SW Barnes Road Portland, OR 97225	n/a	501(c)(3)	General operating support	\$3,000
Chartwell School 2511 Numa Watson Road Seaside, CA 93955-6774	n/a	501(c)(3)	General operating support	\$15,000
Como Friends 1225 Estabrook Drive Saint Paul, MN 55103	n/a	501(c)(3)	General operating support	\$150
Conquering King Fellowship 1835 10th Avenue Newport, MN 55055	n/a	501(c)(3)	General operating support	\$575
Conservation Corps Minnesota 2715 Upper Afton Road Maplewood, MN 55119	n/a	501(c)(3)	Youth Outdoors Program	\$8,000
Convent of the Visitation School 2455 Visitation Drive Mendota Heights, MN 55120	n/a	501(c)(3)	General operating support	\$200
Courage Kenny Rehabilitation Center 3915 Golden Valley Road Golden Valley, MN 55422	n/a	501(c)(3)	General operating support	\$2,500
Crohn's and Colitis Foundation 386 Park Ave , 17th Floor New York, NY 10016	n/a	501(c)(3)	General operating support for Camp Oasis	\$200
Dakota Foundation 597 Wiggins Road Saint Paul, MN 55119-6924	n/a	501(c)(3)	General operating support	\$1,000
Dayton's Bluff District 4 Community Council 798 E 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	Full Engagement Campaign	\$15,000
Deep Portage Learning Center 2197 Nature Center Dr NW Hackensack, MN 56452	n/a	501(c)(3)	General operating support	\$2,000
Delancey Street Foundation 600 Embarcadero San Francisco, CA 94107	n/a	501(c)(3)	General operating support	\$10,000

McNeely Foundation

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

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Dougy Center P O Box 86852 Portland, OR 97286	n/a	501(c)(3)	General operating support	\$750
Eagle Brook Church 5212 130th Street White Bear Lake, MN 55110	n/a	501(c)(3)	General operating support	\$1,000
Earlham College 801 National Road W Richmond, IN 47374	n/a	501(c)(3)	General operating support	\$200
East Side Arts Council 977 Payne Avenue Saint Paul, MN 55130	n/a	501(c)(3)	ArtsInfusion Program for East Side Youth	\$20,000
East Side Neighborhood Development Company 925 Payne Avenue, Suite 201 Saint Paul, MN 55130	n/a	501(c)(3)	Community of Choice Campaign	\$30,000
Face to Face Health & Counseling 1165 Arcade Street Saint Paul, MN 55106	n/a	501(c)(3)	SafeZone Homeless Program General Operating Support	\$20,000 \$100
Family Values for Life 1280 Arcade Street Saint Paul, MN 55106	n/a	501(c)(3)	General operating support	\$5,000
Farmers' Legal Action Group, Inc 6 W 5th Street, Suite 650 Saint Paul, MN 55102-1404	n/a	501(c)(3)	General operating support	\$10,000
Film Society of Minneapolis/St Paul 125 SE Main Street Minneapolis, MN 55414	n/a	501(c)(3)	General operating support	\$500
First Unitarian Church of Portland 1034 SW 13th Avenue Portland, OR 97205	n/a	501(c)(3)	General operating support	\$2,000
Franklin College Switzerland 91-31 Queens Boulevard Elmhurst, NY 11373	n/a	501(c)(3)	Alumni Fund/Capital Campaign	\$10,000
Friends of Swede Hollow 668 Greenbrier Saint Paul, MN 55106	n/a	501(c)(3)	Art in the Hollow Youth Programming	\$4,500
Friends of the Mississippi River 360 N Robert Street	n/a	501(c)(3)	Mounds Park Restoration Project	\$20,000

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

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Saint Paul, MN 55101				
Friends of the Saint Paul Public Library 325 Cedar Street, Suite 555 Saint Paul, MN 55101-1055	n/a	501(c)(3)	Teen Tech Program	\$10,000
Gardening Matters 4114 39th Avenue S Minneapolis, MN 55406	n/a	501(c)(3)	East Metro Community Garden East Side Spring Resource Fair	\$20,000
Grants Managers Network 1666 K Street NW Suite 440 Washington, DC 20006	n/a	501(c)(3)	General operating support	\$500
Greater Twin Cities United Way 404 S Eighth Street Minneapolis, MN 55404-1084	n/a	501(c)(3)	General operating support	\$28,958
Habitat for Humanity 121 Habitat Street Americus, GA 31709-3498	n/a	501(c)(3)	General operating support	\$300
Heifer International P O Box 8058 Little Rock, AR 72203	n/a	501(c)(3)	General operating support	\$700
Hmong American Partnership 1075 Arcade Street Saint Paul, MN 55106	n/a	501(c)(3)	Fiscal agent for East Side Property Campaign	\$20,000
Holy Trinity Lutheran Church 1300 E Main Street New Prague, MN 56071	n/a	501(c)(3)	General operating support	\$1,000
Innocence Project of Minnesota 1536 Hewitt Avenue, MS-D2205 Saint Paul, MN 55104	n/a	501(c)(3)	General operating support	\$1,000
JOIN of Portland 1435 NE 81st Ave, Suite 100 Portland, OR 97213	n/a	501(c)(3)	General operating support	\$250
Kansas University Medical Center 3901 Rainbow Blvd Kansas City, KS 66160-7804	n/a	501(c)(3)	General operating support	\$500
Kayne-Eras Center 5350 Machado Road Culver City, CA 90230	n/a	501(c)(3)	General operating support	\$10,000
KBEM-FM Jazz 88.5 1555 James Ave N	n/a	501(c)(3)	Frank Engdahl Memorial Fund	\$1,000

McNeely Foundation

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Tax Year 2013

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

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Minneapolis, MN 55411				
Keystone Community Services 1150 Selby Avenue Saint Paul, MN 55104	n/a	501(c)(3)	Hmong Youth Tutoring Project	\$10,000
Lakes Area Pregnancy Support Center 413 8th Avenue NE Brainerd, MN 56401	n/a	501(c)(3)	General operating support	\$275
Latino Economic Development Center 1516 East Lake Street, Suite 201 Minneapolis, MN 55407	n/a	501(c)(3)	East Side St Paul Economic Development Programs	\$20,000
Lifetrack Resources 709 University Ave W Saint Paul, MN 55104-4804	n/a	501(c)(3)	Sewing & Production Specialist Training	\$15,000
The Lift 925 Payne Avenue Saint Paul, MN 55130	n/a	501(c)(3)	Program support for East Side St Paul youth	\$15,000
Lower Phalen Creek Project 733 East 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	Trail connections, signage, feasibility study	\$23,500
Lumen Christi Catholic Community 2055 Bohland Avenue Saint Paul, MN 55116	n/a	501(c)(3)	General operating support	\$81
Lutheran Social Services of Minnesota 2414 Park Avenue Minneapolis, MN 55404	n/a	501(c)(3)	Eastside Financial Center Financial Opportunities Program	\$10,000
M2 Foundation P O Box 14374 Saint Paul, MN 55114	n/a	501(c)(3)	General operating support	\$5,000
Mahtomedi Food Shelf 700 Mahtomedi Avenue Mahomedi, MN 55110	n/a	501(c)(3)	General operating support	\$100
March of Dimes 1275 Mamaroneck Avenue White Plains, NY 10605	n/a	501(c)(3)	March for Babies	\$100
Mayan Families P O Box 52 Claremont, NC 28610	n/a	501(c)(3)	General operating support	\$190
Merrick Community Services 715 Edgerton Street Saint Paul, MN 55106	n/a	501(c)(3)	Youth Programs Support Merrick on the Move Capital	\$20,000 \$40,000

McNeely Foundation

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Tax Year 2013

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

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Minneapolis Foundation 800 IDS Center 80 S 8th Street Minneapolis, MN 55402	n/a	501(c)(3)	Fiscal agent for Roots for the Home Team	\$10,000
Minnesota Assistance Council for Veterans 360 Robert Street N , Suite 306 Saint Paul, MN 5511	n/a	501(c)(3)	Services for East Side Veterans	\$3,500
Minnesota Center for Environmental Advocacy 26 E Exchange St , Suite 206 Saint Paul, MN 55101-1667	n/a	501(c)(3)	General operating support	\$2,500
Minnesota Council on Foundations 100 Portland Ave S , Suite 225 Minneapolis, MN 55401-2575	n/a	501(c)(3)	General operating support	\$5,925
Minnesota Literacy Council 700 Raymond Road Saint Paul, MN 55114-1710	n/a	501(c)(3)	Open Door GED Training Program	\$10,000
Minnesota Public Radio 45 E 7th Street Saint Paul, MN 55101-2274	n/a	501(c)(3)	General operating support	\$100
Minnesota Sinfonia 901 North Third Street, Suite 112 Minneapolis, MN 55401	n/a	501(c)(3)	Summer Children's Concert and School Music Programs	\$25,000
Mishawaka Foundation 1 Brckyard Drive Bloomington, IN 61701	n/a	501(c)(3)	General operating support	\$3,500
Napa Valley Hospice & Adult Day Center 414 S Jefferson St Napa, CA 94559	n/a	501(c)(3)	General operating support	\$10,000
National Center for Family Philanthropy 1818 N Street, Suite 300 Washington, DC 20036	n/a	501(c)(3)	General operating support	\$1,200
Nature Conservancy of Montana 32 S Ewing Helena, MT 59601	n/a	501(c)(3)	General operating support	\$400
Neighborhood Development Center 663 University Avenue, Suite 200 Saint Paul, MN 55104	n/a	501(c)(3)	General operating support	\$1,000
New Life Family Services 1515 E 66th Street	n/a	501(c)(3)	General operating support	\$90

McNeely Foundation

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

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Richfield, MN 55423				
Nexus Community Partners 2314 University Avenue, Suite 18 Saint Paul MN 55114	n/a	501(c)(3)	East Side Programming Support	\$50,000
Northern Star Council-Boy Scouts of America 393 Marshall Avenue Saint Paul, MN 55102	n/a	501(c)(3)	General operating support	\$360
Northwestern College-KTIS Radio PO Box 130517 Saint Paul, MN 55113-0005	n/a	501(c)(3)	KTIS Radio Support	\$1,000
Opportunity Neighborhood 1417 10th Street NW #104 New Brighton, MN 55112	n/a	501(c)(3)	Ames Lake Apartments Tenant Support Services	\$15,000
Park County Community Foundation P O Box 2199 Livingston, MT 59047	n/a	501(c)(3)	General operating support	\$9,900
Peta Wakin Tipi 459 N Wheeler Street Saint Paul, MN 55104	n/a	501(c)(3)	Youth Education & Leadership Training	\$20,000
Playworks Twin Cities 1885 University Avenue Saint Paul, MN 55104	n/a	501(c)(3)	American Indian Magnet School Programming	\$4,000
Ramsey County Historical Society 323 Landmark Center 75 W 5th Street Saint Paul, MN 55102	n/a	501(c)(3)	General operating support	\$500
St Ambrose Catholic Church of Woodbury 4125 Woodbury Drive Woodbury, MN 55125	n/a	501(c)(3)	General operating support	\$640
St Francis Mission P O Box 499 St Francis, SD 57572-0499	n/a	501(c)(3)	General operating support	\$1,500
St Luke's Hospital Foundation P O Box 119000 Kansas City, MO 64171-9000	n/a	501(c)(3)	General operating support	\$100
St Paul Academy & Summit School 1712 Randolph Avenue Saint Paul, MN 55105	n/a	501(c)(3)	McNeely Family Library Fund General Operating Support	\$5,000 \$4,500
St Paul Covenant	n/a	501(c)(3)	After-School youth Programs	\$12,000

McNeely Foundation

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

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
1280 Arcade Street Saint Paul, MN 55106				
St Paul Foundation 55 Fifth Street E , Suite 600 Saint Paul, MN 55101-1797	n/a	501(c)(3)	Forever Saint Paul Challenge McNeely Foundation Fund	\$15,000 \$42,000
St Paul Public School District 360 Colbourne Street Saint Paul, MN 55102-3299	n/a	501(c)(3)	Mentoring Programs for East Side Middle Schools	\$75,000
St Paul Public School Foundation 55 Fifth Street E , Suite 600 Saint Paul, MN 55101-1797	n/a	501(c)(3)	Tutoring Partnership	\$25,000
Salvation Army-Northern DHQ 2445 Prior Avenue N Roseville, MN 55113-2714	n/a	501(c)(3)	General operating support	\$440
Science Museum of Minnesota 120 W Kellogg Blvd Saint Paul, MN 55102	n/a	501(c)(3)	General operating support	\$1,000
Scholarship America, Inc P O Box 240 St Peter, MN 56082	n/a	501(c)(3)	General operating support	\$3,300
Sholom Foundation 3610 Phillips Parkway St Louis Park, MN 55426	n/a	501(c)(3)	Phillips Center for Memory Care	\$250
Survivor Resources 367 Grove Street Saint Paul, MN 55101	n/a	501(c)(3)	General operating support	\$3,200
Theatre In The Round 245 Cedar Avenue Minneapolis, MN 55454-1054	n/a	501(c)(3)	General operating support	\$500
Trinity Lutheran Church 115 N 4th Street Stillwater, MN 55082	n/a	501(c)(3)	General operating support	\$205
Trust For Public Land 2610 University Avenue, Suite 300 Saint Paul, MN 5511	n/a	501(c)(3)	Frogtown Farm and Park Programming General Operating Support	\$20,000 \$1,000
Twin Cities Public Television 172 East Fourth Street Saint Paul, MN 55101	n/a	501(c)(3)	General operating support	\$200
Unitarian Universalist Service Committee	n/a	501(c)(3)	General operating support	\$2,000

McNeely Foundation

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

<u>Recipient Organization & Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
P O Box 808 Newark, NJ 07101-0808				
University of St Thomas 2115 Summit Avenue AQU 100 Saint Paul, MN 55105	n/a	501(c)(3)	General operating support	\$10,000
University of Wisconsin-Stevens Point 2100 Main St , Suite 134 Stevens Point, WI 54481-3897	n/a	501(c)(3)	General operating support	\$50
Urban Roots 731 E 7th Street Saint Paul, MN 55106	n/a	501(c)(3)	General operating support	\$50,000
USO World Headquarters P O Box 96860 Washington, DC 20077	n/a	501(c)(3)	General operating support	\$639
Vietnamese Social Services of Minnesota 1159 University Avenue Saint Paul, MN 55104	n/a	501(c)(3)	East Side Children's Summer Program	\$9,000
Walking Shadow Theater Company 820 E 36th St Minneapolis, MN 55407-2602	n/a	501(c)(3)	General operating support	\$50
White Bear Lake Food Shelf 1884 Whitaker Avenue White Bear Lake, MN 55110	n/a	501(c)(3)	General operating support	\$100
White Bear Lake Restoration Association P O Box 10682 White Bear Lake, MN 55110-0682	n/a	501(c)(3)	General operating support	\$5,000
YouthCare 2701 University Ave SE, Suite 205 Minneapolis, MN 55414	n/a	501(c)(3)	Youth Programs for Girls at McDonough Homes	\$10,000
YMCA of the Greater Twin Cities 2125 E Hennepin Avenue Minneapolis, MN 55413	n/a	501(c)(3)	Youth In Government Camp Widjwagan	\$2,500 \$500
YWCA Domestic Violence Department 375 S Third Street San Jose, CA 95112	n/a	501(c)(3)	Support Network for Battered Women Program	\$10,000
				<u>\$956,993</u>

McNEELY FOUNDATION
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Form 990-PF, Part IV

Line 1 - Long-Term Capital Loss Carryforward

	LTCL Incurred	NOL Carryback to PY	LTCL Available for CY	NOL Utilized in CY	Expiration of LTCL Carryforward	LTCL Carryforward Available
2012	(4,007)		(4,007)			(4,007)
2013	(841,422)		(841,422)			(841,422)
2014	-					-
	(845,429)	-	(845,429)	-	-	(845,429)