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Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation: **THE NEILL FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **12108 W COWPATH**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **AUSTIN, TX 78727**

A Employer identification number: **91-2171390**

B Telephone number: **512-249-9049**

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

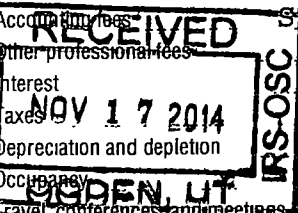
I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 15,606.79**

J Accounting method: Cash Accrual
 Other (specify) _____

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

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		25,580.90		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		0.48	0.48		STATEMENT 1
4 Dividends and interest from securities		45.28	45.28		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<143.07>			
b Gross sales price for all assets on line 6a		3,903.83			
7 Capital gain net income (from Part IV, line 2)			0.00		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		25,483.59	45.76		
13 Compensation of officers, directors, trustees, etc		0.00	0.00		0.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		450.00	0.00		0.00
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occurrence					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		3,380.66	0.00		0.00
24 Total operating and administrative expenses. Add lines 13 through 23		3,830.66	0.00		0.00
25 Contributions, gifts, grants paid		10,093.00			10,093.00
26 Total expenses and disbursements. Add lines 24 and 25		13,923.66	0.00		10,093.00
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		11,559.93			
b Net investment income (if negative, enter -0-)			45.76		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		3,230.62	14,790.55	14,790.55
	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				
	7	Other notes and loans receivable ▶	816.24			
		Less: allowance for doubtful accounts ▶	0.00	816.24	816.24	816.24
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		4,046.86	15,606.79	15,606.79	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ OTHER LIABILITIES)		287.76	287.76	
23	Total liabilities (add lines 17 through 22)		287.76	287.76		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		0.00	0.00	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.00	0.00	
	29	Retained earnings, accumulated income, endowment, or other funds		3,759.10	15,319.03	
30	Total net assets or fund balances		3,759.10	15,319.03		
31	Total liabilities and net assets/fund balances		4,046.86	15,606.79		

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	3,759.10
2	Enter amount from Part I, line 27a	2	11,559.93
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	15,319.03
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,319.03

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	283 SHS DELL, INC.	D	03/01/13	09/06/13
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	3,903.83	4,046.90	<143.07>	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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		
a			<143.07>	
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 <143.07>
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). If (loss), enter -0- in Part I, line 8	{		3 N/A

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	9,189.17	4,046.86	2.270691
2011	6,261.57	15,029.50	.416619
2010	5,465.31	3,458.81	1.580113
2009	4,355.50	21,772.79	.200043
2008	2,560.00	27,520.46	.093022

2	Total of line 1, column (d)	2	4.560488
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	.912098
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,571.80
5	Multiply line 4 by line 3	5	7,818.32
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.46
7	Add lines 5 and 6	7	7,818.78
8	Enter qualifying distributions from Part XII, line 4	8	10,093.00

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values range from 0.00 to 0.00.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns. Values include 'X', 'N/A', and 'NONE'.

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NEILLFOUNDATION.ORG</u>	X		
14	The books are in care of ► <u>PAMELA NEILL</u> Telephone no. ► <u>512-249-9049</u> Located at ► <u>12108 W COW PATH, AUSTIN, TX</u> ZIP+4 ► <u>78727</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JOHNNY M NEILL 12108 W COWPATH AUSTIN, TX 78727	TRUSTEE 0.00	0.00	0.00	0.00
PAMELA J NEILL 12108 W COWPATH AUSTIN, TX 78727	TRUSTEE 1.00	0.00	0.00	0.00

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHED EXHIBIT 1	
	0.00
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.00

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	2,023.45
b	Average of monthly cash balances	1b	5,862.64
c	Fair market value of all other assets	1c	816.24
d	Total (add lines 1a, b, and c)	1d	8,702.33
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	8,702.33
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	130.53
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,571.80
6	Minimum investment return. Enter 5% of line 5	6	428.59

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	428.59
2a	Tax on investment income for 2013 from Part VI, line 5	2a	0.00
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	428.59
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	428.59
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	428.59

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	10,093.00
b	Program-related investments - total from Part IX-B	1b	0.00
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	10,093.00
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	5	0.46
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,092.54

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				428.59
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.00	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,183.98			
b From 2009	3,312.65			
c From 2010	5,465.34			
d From 2011	6,261.58			
e From 2012	9,189.21			
f Total of lines 3a through e	25,412.76			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 10,093.00				
a Applied to 2012, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2013 distributable amount				428.59
e Remaining amount distributed out of corpus	9,664.41			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	35,077.17			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,183.98			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	33,893.19			
10 Analysis of line 9:				
a Excess from 2009	3,312.65			
b Excess from 2010	5,465.34			
c Excess from 2011	6,261.58			
d Excess from 2012	9,189.21			
e Excess from 2013	9,664.41			

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

N/A

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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:

PAMELA J. NEILL, 512-249-9049
12108 WEST COW PATH, AUSTIN, TX 78727

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED EXHIBIT 1				10,093.00
Total			▶ 3a	10,093.00
b Approved for future payment				
NONE				
Total			▶ 3b	0.00

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THE NEILL FOUNDATION

91-2171390

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year .. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization THE NEILL FOUNDATION	Employer identification number 91-2171390
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PAMELA & JOHNNY NEILL 12108 WEST COW PATH AUSTIN, TX 78727	\$ 25,580.90	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE NEILL FOUNDATION	Employer identification number 91-2171390
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	283 SHARES DELL, INC	\$ 4,046.90	03/12/13
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

THE NEILL FOUNDATION

91-2171390

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

2.33 PM
11/07/14

The Neill Foundation Exhibit 1 - Summary of Direct Charitable Activities

January through December 2013

Accrual Basis

Date	Num	Name Address	Name Phone #	Name E-Mail	Memo	Amount
Anderson High School Band Booster						
8/20/2013	3452	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	75 00
8/20/2013	3453	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	50 00
9/27/2013	3401	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	40 00
12/12/2013	3435	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	36 00
Total Anderson High School Band Booster						201 00
Anderson High School Theatre Booster						
1/12/2013	12	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	89 73
1/16/2013	2754	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	25 00
1/24/2013	2587	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	55 00
2/1/2013	2588	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	5 00
4/1/2013	2591	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	50 00
5/17/2013	2773	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	80 00
9/23/2013	2600	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	100 00
10/31/2013	3438	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	7 00
10/31/2013	3437	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	21 00
11/1/2013	3439	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	9 00
11/4/2013	3440	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	7 00
11/4/2013	3441	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	5 00
11/22/2013	3446	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	37 00
11/22/2013	3448	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	School	30 00
Total Anderson High School Theatre Booster						520 73
Anderson Parent Teacher Student Assn						
9/6/2013	55	8403 Mesa Dr Austin, TX 78759	512-414-2538	andersononline.org	Donation	140 78
Total Anderson Parent Teacher Student Assn						140 78
Andy Roddick Foundation						
9/12/2013	50	Austin, TX	512-298-1960	arfoundation.org	Charitable donation	774 95
Total Andy Roddick Foundation						774 95
Boy Scouts of America						
1/25/2013	2586	12500 N IH-35 Austin, TX 78753	512-926-6363	www.scouting.org	Scouting	18 00
Total Boy Scouts of America						18 00
Broadway Across America						
2/11/2013	13	Bass Concert Hall, UT Campus E23rd Austin,	512-471-1444	www.theaustinschool.org	Broadway Across Am	1,708 00
11/25/2013	40	Bass Concert Hall, UT Campus E23rd Austin,	512-471-1444	www.theaustinschool.org	Broadway Across Am	62 40
Total Broadway Across America						1,770 40
Dance International						
11/5/2013	3444	Stewart Yaros	512-970-1343	www.dancein.org	Dance activity donation	320 00
11/15/2013	3442	Stewart Yaros	512-970-1343	www.dancein.org	Dance activity donation	125 00
11/15/2013	3443	Stewart Yaros	512-970-1343	www.dancein.org	Dance activity donation	25 00
Total Dance International						470 00
Davis Elementary PTA						
2/14/2013	15	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	Donation - Half Price	120 82
3/1/2013		5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	Education donation	7 65
3/6/2013	2764	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	Education donation	25 00
3/6/2013	2765	5214 Duval Rd Austin, TX 78727	512-414-2580	www.austinschools.org/campus/davis	Education donation	209 00
Total Davis Elementary PTA						362 47
Jr League of Austin						
11/2/2013	36	5416 Parkcrest Dr Austin, TX 78731	512-467-8982	www.jlaustin.org	Service organization	52 66
11/11/2013	37	5416 Parkcrest Dr Austin, TX 78731	512-467-8982	www.jlaustin.org	Service organization	330 00
11/27/2013	3455	5416 Parkcrest Dr Austin, TX 78731	512-467-8982	www.jlaustin.org	Service organization	200 00
11/27/2013	3454	5416 Parkcrest Dr Austin, TX 78731	512-467-8982	www.jlaustin.org	Service organization	150 00
Total Jr League of Austin						732 66
Juvenile Diabetes Research Foundation						
2/11/2013	14	8701 N MoPac, Suite 1100 Austin, TX 78759	512-343-0663	austin@jdrf.org	JDRF - Network for G	1,000 00
8/9/2013	22	8701 N MoPac, Suite 1100 Austin, TX 78759	512-343-0663	austin@jdrf.org	JDRF - Walk 360	117 00
12/18/2013	3456	8701 N MoPac, Suite 1100 Austin, TX 78759	512-343-0663	austin@jdrf.org	Medical research don	300 00
Total Juvenile Diabetes Research Foundation						1,417 00
KUT						
3/26/2013	2589	Dean Keeton & Guadalupe Austin, TX	512-471-1631	www.kut.org	Donation	317 51
Total KUT						317 51
Long Center for Performing Arts						
6/3/2013	19	701 W Riverside Dr, Austin, TX 78704	512-474-5664	www.thelongcenter.org	Theater activity donat	46 50
8/16/2013	23	701 W Riverside Dr, Austin, TX 78704	512-474-5664	www.thelongcenter.org	Theater activity donat	281 75
Total Long Center for Performing Arts						328 25
Ronald McDonald House - Austin						
10/28/2013	34	1315 Barbara Jordan Blvd Austin, TX 78720	512-472-9844	www.mhc-austin.org	Medical children's su	30 00
Total Ronald McDonald House - Austin						30 00
Susan G Komen - Austin						
10/17/2013	28	5508 Parkcrest Dr, Ste 203 Austin, TX 78731	512-473-0900	info@komenaustin.org	Komen Walk for the	30 00
Total Susan G Komen - Austin						30 00
Texas State Aquarium						
4/3/2013	2769	2710 N Shoreline Blvd Corpus Chnsti, TX 78	361-881-1200	www.texasstateaquarium.org	Environmental conser	139 00
Total Texas State Aquarium						139 00

The Neill Foundation
Exhibit 1 - Summary of Direct Charitable Activities

January through December 2013

Date	Num	Name Address	Name Phone #	Name E-Mail	Memo	Amount
Thundercloud Turkey Trot						
10/31/2013	35				Donation	96 96
Total Thundercloud Turkey Trot						96 96
Unity Church of the Hills						
1/2/2013	2752	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	50 17
1/9/2013	2753	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
1/16/2013	2755	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
1/30/2013	2756	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
2/6/2013	2757	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
2/13/2013	2759	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	10 00
2/13/2013	2758	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
2/21/2013	2760	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	50 17
2/27/2013	2761	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
3/13/2013	2766	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	50 17
3/22/2013	2767	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
3/27/2013	2590	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
4/10/2013	2770	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
4/24/2013	2771	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 34
5/3/2013	2772	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 34
5/22/2013	2774	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	117 34
5/30/2013	2775	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
6/5/2013	2593	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 34
6/12/2013	2594	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
6/19/2013	2595	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
6/26/2013	2596	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
7/3/2013	2597	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
7/30/2013	2598	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 00
8/13/2013	3426	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 00
9/4/2013	3427	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
9/4/2013	2599	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	100 00
9/10/2013	3429	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	15 00
9/18/2013	3430	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
9/26/2013	3431	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
10/2/2013	3432	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
10/10/2013	3433	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
10/11/2013	27	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	120 00
10/22/2013	3436	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
11/5/2013	3445	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
11/19/2013	3476	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
12/3/2013	3477	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
12/10/2013	3479	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	24 00
12/10/2013	3478	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
12/18/2013	3480	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
12/24/2013	3481	9905 Anderson Mill Road Austin, TX 78750	512-335-4449	www.unityhills.org	Church donation	51 17
Total Unity Church of the Hills						2,123 29
Vandergrift HS Band Boosters						
2/12/2013	2691	9500 McNeil Dr Austin, TX 78750	512-570-2300		Education donation	100 00
Total Vandergrift HS Band Boosters						100 00
Vortex Theater						
1/2/2013	2577	2307 Manor Rd Austin, TX 78720	512-478-5282	www.vortexrep.org	Theater activity donat.	20 00
1/2/2013	2751	2307 Manor Rd Austin, TX 78720	512-478-5282	www.vortexrep.org	Theater activity donat.	150 00
Total Vortex Theater						170 00
Whole Life Learning Center						
5/30/2013		10801 Old San Antonio Rd Austin, TX 78720	512-944-0279	www.wholelifelarningcenter.com	Education donation	350 00
Total Whole Life Learning Center						350 00
TOTAL						10,093.00

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	0.48	0.48	
TOTAL TO PART I, LINE 3	0.48	0.48	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	45.28	0.00	45.28	45.28	
TO PART I, LINE 4	45.28	0.00	45.28	45.28	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND ACCOUNTING	450.00	0.00		0.00
TO FORM 990-PF, PG 1, LN 16B	450.00	0.00		0.00

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ART SUPPLIES	703.64	0.00		0.00
CONSULTING FEE	350.00	0.00		0.00
OFFICE SUPPLIES	305.50	0.00		0.00
SUPPLIES	544.85	0.00		0.00
SILENT AUCTION SUPPLIES	1,476.67	0.00		0.00
TO FORM 990-PF, PG 1, LN 23	3,380.66	0.00		0.00