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

2008

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2008, or tax year beginning DEC 1, 2008, and ending NOV 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

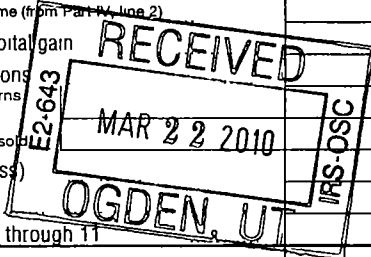
Use the IRS label Otherwise, print or type. See Specific Instructions	Name of foundation <b>MILLS FOUNDATION, INC.</b>		A Employer identification number <b>13-2622775</b>
	Number and street (or P.O. box number if mail is not delivered to street address) <b>92 NASSAU STREET, 2ND FLOOR</b>		B Telephone number <b>(609)921-3880</b>
	City or town, state, and ZIP code <b>PRINCETON, NJ 08542-4530</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>3,559,032.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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	0.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	34,186.	34,186.		STATEMENT 2
	4 Dividends and interest from securities	22,530.	22,530.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<50,447.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,170,122.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	<8,378.>	<8,378.>		STATEMENT 4	
12 Total. Add lines 1 through 11	<2,109.>	48,338.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	4,823.	3,600.		1,223.
	15 Pension plans, employee benefits	869.	630.		239.
	16a Legal fees				
	b Accounting fees STMT 5	7,050.	4,583.		2,467.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	<6,764.>	289.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,542.	0.		1,542.
	22 Printing and publications				
	23 Other expenses STMT 7	24,208.	23,513.		695.
	24 Total operating and administrative expenses. Add lines 13 through 23	31,728.	32,615.		6,166.
	25 Contributions, gifts, grants paid	161,895.			161,895.
26 Total expenses and disbursements Add lines 24 and 25	193,623.	32,615.		168,061.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<195,732.>				
b Net investment income (if negative, enter -0-)		15,723.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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SCANNED MAR 29 2010



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	50,183.	50,330.	50,330.
	2 Savings and temporary cash investments	994,421.	153,857.	153,857.
	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 ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	415,284.	535,606.	572,904.
	b Investments - corporate stock STMT 9	1,176,636.	1,777,955.	2,033,146.
	c Investments - corporate bonds STMT 10	223,406.	272,896.	294,476.
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 10,000.			
	Less accumulated depreciation ▶	10,000.	10,000.	10,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	344,351.	217,905.	304,319.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	140,000.	140,000.	140,000.
	16 Total assets (to be completed by all filers)	3,354,281.	3,158,549.	3,559,032.
	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 ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	3,354,281.	3,158,549.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	3,354,281.	3,158,549.		
31 Total liabilities and net assets/fund balances	3,354,281.	3,158,549.		

## 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	3,354,281.
2 Enter amount from Part I, line 27a	2	<195,732.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,158,549.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,158,549.

**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.)
<b>1a SHORT TERM CAPITAL GAINS &amp; LOSSES, STMT 14</b>	P	VARIOUS	VARIOUS
<b>b LONG TERM CAPITAL GAINS &amp; LOSES, STMT 15</b>	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,045,131.		1,093,091.	<47,960.>
b 124,991.		127,478.	<2,487.>
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<47,960.>
b			<2,487.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<50,447.>
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 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))
2007	169,216.	3,890,205.	.043498
2006	199,078.	4,264,649.	.046681
2005	205,071.	4,098,831.	.050032
2004	112,325.	3,492,238.	.032164
2003	128,535.	3,130,569.	.041058

2 Total of line 1, column (d)	2	.213433
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	.042687
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	3,298,163.
5 Multiply line 4 by line 3	5	140,789.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	157.
7 Add lines 5 and 6	7	140,946.
8 Enter qualifying distributions from Part XII, line 4 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.	8	168,061.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		1	157.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	157.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	157.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	2,500.	
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	2,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,343.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 2,343. Refunded <input checked="" type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ, NY	8a	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JOAN E. PERSICHILLI</u> Located at ► <u>92 NASSAU STREET, 2ND FLOOR, PRINCETON, NJ</u>	Telephone no. ► <u>(609) 921-3880</u> ZIP+4 ► <u>08542-4530</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

**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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2008 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 2008)	N/A	
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 2008?		X

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**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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

X

**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
SEE STATEMENT 13		0.	0.	1,542.

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

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**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 N/A	
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	
<b>Total.</b> Add lines 1 through 3	0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,605,779.
b	Average of monthly cash balances	1b	597,610.
c	Fair market value of all other assets	1c	145,000.
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,348,389.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,348,389.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,226.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,298,163.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	164,908.

**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	164,908.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	157.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	157.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	164,751.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	164,751.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	164,751.

**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	168,061.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	168,061.
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	157.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	167,904.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				164,751.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			16,169.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 168,061.				
a Applied to 2007, but not more than line 2a			16,169.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				151,892.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				12,859.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE STATEMENT 16	NONE	VARIOUS	GENERAL OPERATING FUND	161,895.
<b>Total</b>				<b>▶ 3a 161,895.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>▶ 3b 0.</b>

## Enter gross amounts unless otherwise indicated.

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

823621  
01-02-09

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

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

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

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

**Sign Here**

Signature of officer or trustee

Date \_\_\_\_\_

MANAGER / DIRECTOR

Title

Preparer's  
signature

Date

☐ Check if self-employed

Preparer's identifying number

Firm's name (or yours  
if self-employed),  
address, and ZIP code

RSM MCGLADREY, INC.

512 TOWNSHIP LINE RD ONE VALLEY SQ 250  
BLUE BELL PA 19422

EIN ►

Phone no. 215.641.8600

Form **990-PF** (2008)

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT TERM CAPITAL GAINS & LOSSES, STMT 14	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
1,045,131.	1,093,091.	0.	0.
			<47,960.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAINS & LOSES, STMT 15	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
124,991.	127,478.	0.	0.
			<2,487.>

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A <50,447.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
PNC ADVISORS	34,186.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	34,186.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC ADVISORS - EQUITIES & MUTUAL FUNDS	22,530.	0.	22,530.
TOTAL TO FM 990-PF, PART I, LN 4	22,530.	0.	22,530.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CY K-1 LOSSES FROM PARTNERSHIPS	<8,378.>	<8,378.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<8,378.>	<8,378.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RSM MCGLADREY INC. - INVESTMENT ACCOUNTING & FORM 990-PF	4,583.	4,583.		0.
RSM MCGLADREY INC. - RESEARCH & PLANNING	2,467.	0.		2,467.
TO FORM 990-PF, PG 1, LN 16B	7,050.	4,583.		2,467.



FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	289.	289.		0.	
FEDERAL EXCISE TAXES - 2007 TAX REFUND	<7,053.>	0.		0.	
TO FORM 990-PF, PG 1, LN 18	<6,764.>	289.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE FILING FEES	305.	0.		305.	
INSURANCE	360.	0.		360.	
INVESTMENT ADVISORY FEES	23,483.	23,483.		0.	
CHECKING FEES	60.	30.		30.	
TO FORM 990-PF, PG 1, LN 23	24,208.	23,513.		695.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
PNC WEALTH MGMT. (SEE STMT 17)	X		535,606.	572,904.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			535,606.	572,904.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			535,606.	572,904.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PNC WEALTH MGMT. (SEE STMT 17)	1,760,455.	2,033,146.
SERMED INDUSTRIES (SEE STMT 17)	17,500.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,777,955.	2,033,146.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PNC WEALTH MGMT. (SEE STMT 17)	272,896.	294,476.
TOTAL TO FORM 990-PF, PART II, LINE 10C	272,896.	294,476.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PNC WEALTH MGMT. OTHER FIXED INCOME (SEE STMT 17)	COST	0.	0.
PNC WEALTH MGMT. PTR. INTEREST (SEE STMT 17)	COST	217,905.	304,319.
TOTAL TO FORM 990-PF, PART II, LINE 13		217,905.	304,319.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PAINTING - "MALLWYD NED" BY THOMAS BLINKS (ENGLISH SETTER) (SEE STMT 14)	140,000.	140,000.	140,000.
TO FORM 990-PF, PART II, LINE 15	140,000.	140,000.	140,000.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRADFORD MILLS 2094 AQUETONG ROAD NEW HOPE, PA 18938	MANAGER / DIRECTOR 2.00	0.	0.	1,164.
BRADFORD A. MILLS BHP BILLITON, 1360 POST OAK BLVD, STE. 150 HOUSTON, TX 77056	V.P. 2.00	0.	0.	0.
BARBARA M. HENAGAN 35 VALLEY ROAD ATLANTA, GA 30305	SECT'Y / DIRECTOR 2.00	0.	0.	0.
ROSS D. MILLS 3652 TOUCH OF CLASS COURT WELLINGTON, FL 33414	CO-PRES & DIRECTOR/CHAIR 2.00	0.	0.	0.
ELIZABETH MILLS-HARDIE 4801 FRANKIE RD. FUQUAY-VARINA, NC 27526	CO-PRESIDENT 2.00	0.	0.	378.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	1,542.

# SHORT TERM CAPITAL GAINS & LOSSES

Mills Foundation, Inc. - ID# 13-2622775  
For the Year Ended 11/30/09

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period		Purchases or Other Acquisitions			Sales or Other Dispositions			Date Sold (Trade Date)	Amount Gain or (Loss)
		Shares or Units	Cost or Acquisition Value	Number Share or Units	Cost / Share or Unit	Gross Cost	No of Shares or Units	Price / Share or Unit	Gross Selling Price		
1/6/2009	Alcoa Inc Cons NTS 06 500% Due 06/01/2011	0	0.00	25,000	97.50	24,373.75	25,000	89.80	22,450.00	2/11/2009	(1,923.75)
7/24/2009	Amazon Com Inc	0	0.00	275	86.30	23,733.77	275	81.76	22,484.41	9/9/2009	(1,249.36)
6/2/2009	Anadarko Petroleum Corp	0	0.00	500	49.65	24,826.50	500	42.33	21,163.95	7/8/2009	(3,662.55)
3/13/2009	AT&T, Inc	0	0.00	1,000	24.14	24,135.41	1,000	25.34	25,336.54	4/30/2009	1,201.13
1/12/2009	BAC Cap Trust II Pfd 07 000% Series A Callable 02/01/2007	0	0.00	800	22.04	17,632.00	800	17.83	14,260.15	1/16/2009	(3,371.85)
1/12/2009	Bank of New York Capital PFD 6 875% Ser E	0	0.00	800	24.53	19,620.00	800	22.96	18,368.61	1/20/2009	(1,251.39)
9/25/2008	Bell South Corp Notes 4 2% due 9-15-09	65,000	64,512.50				65,000	100.00	65,000.00	9/15/2009	487.50
10/1/2008	Berkshire Hathaway Inc Del Cl B	5	21,961.39				5	2,875.75	14,378.77	1/20/2009	(7,582.62)
5/19/2009	BHP Billiton LTD Sponsored ADR	0	0.00	475	53.64	25,481.33	475	50.44	23,957.19	7/6/2009	(1,524.14)
8/4/2009	Boston Scientific Corp	0	0.00	2,400	11.03	26,481.12	2,400	10.09	24,206.02	10/5/2009	(2,275.10)
3/28/2008	Canada Treasury Bills due 3-19-2009	100,000	96,073.55				100,000	0.81	80,580.17	3/19/2009	(15,493.38)
5/6/2009	Caterpillar Inc	0	0.00	875	39.61	34,661.03	875	34.93	30,562.52	5/29/2009	(4,098.51)
12/5/2008	CVS Corp Notes Series W1 04 000% Due 09/15/2009	0	0.00	50,000	98.86	49,428.50	50,000	100.00	50,000.00	9/15/2009	571.50
5/1/2008	Emerson Electric Co	240	12,743.42				240	25.21	6,050.36	3/2/2009	(6,693.06)
5/7/2009	Financial Select Sector Spdr Fund ETF	0	0.00	2,850	12.46	35,508.15	2,850	11.87	33,828.62	5/29/2009	(1,679.53)
5/7/2009	Financial Select Sector Spdr Fund ETF	0	0.00	1,100	12.46	13,704.90	1,100	11.80	12,979.66	6/1/2009	(725.24)
5/11/2009	Financial Select Sector Spdr Fund ETF	0	0.00	1,750	12.47	21,822.68	1,750	11.80	20,649.47	6/1/2009	(1,173.21)
1/7/2009	Genuine Parts Co	0	0.00	500	36.84	18,422.40	500	31.65	15,826.61	1/23/2009	(2,595.79)
11/4/2008	Genzyme Corp General Division Com	200	14,956.40				200	51.96	10,391.86	3/6/2009	(4,564.54)
11/4/2008	Gilead Sciences Inc	300	14,399.10				300	43.36	13,009.09	3/26/2009	(1,390.01)
10/28/2008	Hershey Company NTS 5 3% due 9-1-2011	55,000	54,250.90				55,000	106.84	58,763.10	10/13/2009	4,512.20
2/13/2009	International Business Machs Corp	0	0.00	100	95.07	9,506.69	100	102.48	10,248.45	7/2/2009	741.76
5/22/2009	Ishares Inc ETF Canada Index Fd	0	0.00	1,075	21.64	23,259.45	1,075	26.04	27,994.85	11/24/2009	4,735.40
11/5/2008	Ishares Inc MSCI Japan Index FD ETF	6,000	57,579.60				6,000	8.17	49,006.52	2/10/2009	(8,573.08)
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	0	0.00	325	27.88	9,062.11	325	31.83	10,345.07	6/19/2009	1,282.96
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	0	0.00	200	27.88	5,576.68	200	32.21	6,441.83	7/2/2009	865.15
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	0	0.00	150	27.88	4,182.51	150	38.49	5,773.97	11/2/2009	1,591.46
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	0	0.00	150	36.03	5,403.96	150	34.55	5,182.63	6/22/2009	(221.33)
5/29/2009	JPMorgan Chase & Co	0	0.00	100	53.40	5,339.94	100	58.40	5,839.99	10/27/2009	500.05
9/3/2009	Kohls Corp	0	0.00	0.361	16.31	16.31	0.361	45.98	16.60	8/18/2009	0.29
7/13/2009	Kinder Morgan Management LLC	0	0.00	600	42.00	25,199.04	600	38.10	22,860.37	6/19/2009	(2,338.67)
5/27/2009	Market Vectors Gold Miners ETF	0	0.00	190	169.36	32,179.08	190	162.85	30,940.97	6/18/2009	(1,238.11)
3/26/2009	MasterCard Inc Cl A	0	0.00	575	23.35	13,427.86	575	26.48	15,226.41	6/18/2009	1,798.55
4/23/2009	Materials Select Sector SPDR ETF Large Cap	0	0.00	25	78.57	1,964.25	25	79.77	1,994.37	9/16/2009	30.12
9/9/2009	Monsanto Co	0	0.00	200	45.92	9,184.92	200	41.73	8,346.08	10/27/2009	(838.84)
4/30/2009	Nucor Corp	0	0.00	600.0	40.04	24,024.18	600.0	35.63	21,376.12	6/17/2009	(2,648.06)
5/22/2009	O Rely Automotive Inc	0	0.00	700	34.55	24,187.66	700	34.86	24,399.20	8/17/2009	211.54
5/22/2009	Quimica Y Minera Chil Sponsored ADR Sotol 909641	0	0.00								

**SHORT TERM CAPITAL GAINS & LOSSES**

Mills Foundation, Inc. - ID# 13-2622775  
For the Year Ended 11/30/09

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period		Purchases or Other Acquisitions			Sales or Other Dispositions			Date Sold (Trade Date)	Amount Gain or (Loss)
		Shares or Units	Cost or Acquisition Value	Number Share or Units	Cost / Share or Unit	Gross Cost	No of Shares or Units	Price / Share or Unit	Gross Selling Price		
12/2/2008	SBC Communications NTS 04 125% Due 09/15/2009	0	0 00	65,000	99 33	64,567 10	65,000	100 00	65,000 00	9/15/2009	432 90
4/23/2009	Schlumberger Ltd	0	0 00	200	45 71	9,141 64	200	53 22	10,644 08	6/22/2009	1,502 44
3/24/2009	Southern Copper Corp	0	0 00	1,375	18 03	24,796 34	1,375	17 96	24,695 20	5/15/2009	(101 14)
6/9/2009	TEVA Pharmaceutical Inds LTD ADR	0	0 00	300	48 13	14,438 46	300	50 23	15,068 91	10/23/2009	630 45
11/18/2008	U S Treasury - Inflation Index Due 7-15-16	80,000	79,990 40				80,000	111 68	89,345 86	3/19/2009	9,355 46
11/5/2008	Verizon Communications Inc	350	11,334 37				350	28 96	10,136 26	10/27/2009	(1,198 11)
Total long term securities sales			427,801 63			665,289 73			1,045,130 84		(47,960 52)

Basis - inventory beginning of period for short term sales 427,801 63  
Basis - current year additions sold 665,289 73  
Total basis short term sales 1,093,091 36

**LONG TERM CAPITAL GAINS & LOSSES**

Mills Foundation, Inc. - ID# 13-2622775  
For the Year Ended 11/30/09

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period		Purchases or Other Acquisitions			Sales or Other Dispositions		Date Sold (Trade Date)	Amount Gain or (Loss)
		Shares or Units	Cost or Acquisition Value	Number Share or Units	Cost / Share or Unit	Gross Cost	No of Shares or Units	Price / Share or Unit		
5/21/2003	Alcon, Inc	125	5,203 00				125	146 99	10/23/2009	13,168 35
9/14/2006	Coca Cola Co	400	17,913 64				400	43 12	2/19/2009	(664 94)
9/14/2006	Coca Cola Co	50	2,239 21				50	43 12	2/19/2009	(83 12)
8/21/2007	Covidien Ltd	375	14,337 34				375	31 91	2/27/2009	(2,371 42)
8/27/2007	Hewlett-Packard Co	350	16,826 50				350	37 00	6/17/2009	(3,876 80)
1/24/2008	Mc Donalds Corp	100	5,387 55				100	57 46	7/2/2009	358 30
12/24/2003	Morgan Stanley India Inv	300	6,948 00				300	20 18	6/22/2009	(894 46)
5/21/2007	Monsanto Co	175	10,881 99				175	79 77	9/16/2009	3,078 57
4/4/2007	Schlumberger Ltd	225	15,928 13				225	53 22	6/22/2009	(3,953 53)
3/19/2008	TEVA Pharmaceutical Inds LTD ADR	300	13,985 49				300	50 23	10/23/2009	1,083 42
5/12/2008	Transocean Ordinary Shares	120	17,824 81				120	75 54	6/29/2009	(8,759 51)
various	Enron Corp - class action proceeds		0 00				0	0 00	12/28/2008	428 32
	Total long term securities sales		127,477 66			0 00				(2,486 83)

Basis - inventory beginning of period for long term sales

Basis - current year additions sold

Total basis long term sales

127,477 66  
0 00  
127,477 66

**MILLS FOUNDATION - GROSS DONATIONS**  
**FY 12/01/08 - 11/30/09**

11/30/09

<u>Charitable Organization - Cash Donations</u>	<u>Gross Donation</u>
Princeton HealthCare System Foundation	\$50,000
Princeton Day School	25,000
American Museum of Fly Fishing	14,200
SAVE, A Friend to Homeless Animals	12,735
Princeton University - Annual Giving	10,000
St. Charles Borromeo	9,600
Millbrook School	7,000
Friends of Homeless Animals	5,000
Stony Brook-Millstone Watershed Association	3,020
Wellington Soccer Club Inc	3,000
The University Cottage Club	2,000
Atlantic Salmon Federation	2,000
Historical Society of Princeton	1,500
Smith College Alumnae Fund (EMH)	1,000
Princeton University (BMH)	1,000
Epilepsy Foundation of America (Brad H. & Lucinda)	1,000
Breakthrough Atlanta (BMH)	1,000
Arch Foundation for the U of Georgia (EMH)	1,000
Amwell Conservation Trust Inc	1,000
American Jewish Committee	1,000
Wildlife Trust (BMH)	500
Westminster Choir College	500
University Medical Center Auxiliary - A November Night	500
Trust for Public Land (William)	500
The Nature Conservancy (Morgan)	500
The Carter Center (BMH)	500
Project Helping Hands	500
Princeton Day School (EMH)	500
New Hope Eagle Fire Company	500
Millbrook School/Trevor Zoo (Francie)	500
Millbrook School (EMH)	500
Make-A-Wish Foundation of America (Austin)	500
Friends of NC Museum of Natural Sciences (Ian)	500
British Schools & Universities Foundation (B Holbrook)	500
Breakthrough Atlanta (Darby)	500
Beaufort Memorial Hospital Foundation	500
Sewall-Belmont House & Museum	250
Princeton University - Annual Giving	250
Council on Foreign Relations Annual Fund	250
Atlanta Boy Choir	250
Blooming Grove Volunteer Fire Dept	200
The Women's Center	175
Unifem/United Nations	105
mothers2mothers International	100
Gates Family Foundation	100
Big Brothers Big Sisters of Mercer County	100
Princeton University Class of 1948	60

Donations Paid to Date

\$161,895

*Statement 16*

American Museum of Fly Fishing  
P. O. Box 42  
Manchester, VT 05254

American Jewish Committee  
225 Millburn Ave., #305  
Millburn, NJ 07041

Amwell Conservation Trust  
c/o B. Mills  
92 Nassau St., 2nd Floor  
Princeton, NJ 08542

Arch Foundation  
College of Veterinary Medicine  
University of Georgia  
Athens, GA 30602

Atlantic Salmon Federation  
Box 807  
Calais, Maine 04619

Beaufort Memorial Hospital Fdn.  
P. O. Box 2233  
Beaufort, SC 29901

Big Brothers Big Sisters of  
Mercer County Inc  
535 E. Franklin St.  
Trenton, NJ 08610

Blooming Grove Vol Fire Dept  
Hawley, PA

Breakthrough Atlanta  
4075 Paces Ferry Rd., NW  
Atlanta, GA 30327

British Schools & Univ. Foundation  
575 Madison Ave., #1006  
New York, NY 10022

Council on Foreign Relations  
58 East 68th Street  
New York, NY 10021

Epilepsy Foundation  
8301 Professional Plaza  
Landover, MD 20785

Friends of NC Museum of  
Natural Sciences  
11 W. Jones St.  
Raleigh, NC 27601

Gates Family Foundation  
3575 Cherry Creek North Dr.  
Denver, CO 80209

Historical Society of Princeton  
Bainbridge House  
158 Nassau St.  
Princeton, NJ 08542

Make-A-Wish Foundation  
3350 N. Central Ave.  
Phoenix, AZ 85012

Millbrook School  
School Road  
Millbrook, NY 12545

mothers2mothers  
c/o Marie Mathews  
45 Montadale Circle  
Princeton, NJ 08540

New Hope Eagle Fire Co.  
P. O. Box 314  
New Hope, PA 18938

Princeton University Class of 1948  
c/o L. Yokana  
87 Battle Road  
Princeton, NJ 08540

*statement 16*



Princeton University  
P. O. Box 46  
Princeton, NJ 08544

Princeton Day School  
The Great Road  
Princeton, NJ 08540

Princeton HealthCare Sys Fdn  
253 Witherspoon St.  
Princeton, NJ 08540

Project Helping Hands  
c/o Dr. Allen Solheim  
21 Alison Dr.  
Absarokee, MT 59001

SAVE-A Friend to Homeless Animals  
900 Herrontown Rd.  
Princeton, NJ 08540

Sewall-Belmont House & Museum  
144 Constitution Ave., NE  
Washington, DC 20002

Smith College Alumnae Fund  
33 Elm St.  
Northampton, MA 01063

Stony Brook Millstone Watershed  
31 Titusmill Rd.  
Pennington, NJ 08534

The Nature Conservancy  
4245 N. Fairfax Dr., #100  
Arlington, VA 22203

The University Cottage Club  
51 Prospect Ave.  
Princeton, NJ 08540

The Women's Center  
133 park St., NE  
Vienna, VA 22160

The Carter Center  
One Copenhill Ave., NE  
Atlanta, GA 30307

Trust for Public Land  
1693 Noble Drive  
Atlanta, GA 30306

Unifem/United Nations  
170 W. 23rd St., 4S  
New York, NY 10011

University Medical Center  
Auxiliary  
253 Witherspoon St.  
Princeton, NJ 08540

Wellington Soccer Club  
P. O. Box 211855  
Royal Palm Beach, FL 33421

Westminster Choir College  
101 Walnut Lane  
Princeton, NJ 08540

Wildlife Trust  
460 W. 34th St., 17th Flr  
New York, NY 10001

St Charles Borromeo Church  
2226 Riverton Rd.  
P O Box 2220  
Cinnaminson, NJ 08077

Friends of Homeless Animals  
92 Nassau St., 2nd Floor  
Princeton, NJ 08542

Atlanta Boys Chior  
1215 S. Ponce De Leon Ave.  
Atlanta, GA 30306

Charitable Foundation Division  
SECURITIES SCHEDULE

Mills Foundation, Inc. - ID# 13-2622775  
For the Year Ended 11/30/09

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period		Purchases or Other Acquisitions		Sales or Other Dispositions		Date Sold (Trade Date)	Amount Gain or (Loss)	Inventory End of Period		Income Received	
		Shares or Units	Cost or Acquisition Value	Number Share or Unit	Cost / Share or Unit	Gross Cost	No of Shares or Units			Price / Share or Unit	Gross Selling Price		No Shares or Units
1/17/2007	Abbott Laboratories, Inc	375	19,342.05										
5/21/2003	Alcon, Inc	125	5,205.00										585
7/24/2009	Amazon Com Inc	0	0.00	275	86.30	23,733.77	125	146.99	13,168.35		19,342.05	20,434	635
6/22/2009	Andarko Petroleum Corp	0	0.00	500	49.65	24,826.50	275	81.76	(1,249.36)		0.00		
3/13/2009	AT&T, Inc	0	0.00	1,000	24.14	24,135.41	500	42.33	(3,662.55)		0.00		45
11/9/2009	Apache Corporation	0	0.00	250	100.68	25,170.90	1,000	25.34	1,201.13		0.00		410
10/29/2008	Apple Computer Inc	100	10,562.43										
4/23/2009	Apple Inc	0	0.00	50	124.74	6,237.23	5	2,875.75	(7,582.62)		0.00		
10/12/2008	Berkshire Hathaway Inc Del Cl B	5	21,961.39				5	2,875.75	(7,582.62)		0.00		
5/19/2009	BHP Billiton LTD Sponsored ADR	0	0.00	475	53.64	25,481.33	475	50.44	(1,524.14)		0.00		
8/4/2009	Boston Scientific Corp	0	0.00	2,400	11.03	26,481.12	2,400	10.09	(2,275.10)		0.00		
7/28/2008	Bristol Myers Squibb Co	850	18,911.73				850				18,911.73	21,514	543
11/23/2009	Bristol Myers Squibb Co	0	0.00	800	24.78	19,823.92	800				19,823.92	20,248	511
10/30/2009	Campbell Soup Co	0	0.00	1,200	32.48	38,976.48	1,200				38,976.48	41,964	
5/6/2009	Caterpillar Inc	400	17,913.64				875	34.93	(4,098.51)		0.00		
9/14/2006	Coca Cola Co	50	2,239.21				400	43.12	(664.94)		0.00		152
9/14/2006	Coca Cola Co	0	0.00	485	77.93	37,796.97	485	31.91	(2,371.42)		0.00		19
10/21/2009	Chevron Corporation	0	0.00				485				37,796.97	37,849	60
8/21/2007	Covident Ltd	375	14,337.34				375				0.00		
10/14/2009	Elbay Inc	0	0.00	1,000	25.43	25,425.20	240	25.21	(6,693.06)		0.00		
5/1/2008	Emerson Electric Co	240	12,743.42				240				25,425.20	24,470	158.4
10/14/2009	EMC Corp	0	0.00	1,425	16.89	24,072.95	1,425	0.00	428.32		0.00		
various	Enron Corporation class action proceeds	0	0.00				0	0.00			0.00		328
6/2/2003	Exxon Mobil Corp	200	7,368.00				200				7,368.00	15,014	
5/7/2009	Financial Select Sector Spdr Fund ETF	0	0.00	2,850	12.46	35,508.15	2,850	11.87	(1,679.53)		0.00		
5/7/2009	Financial Select Sector Spdr Fund ETF	0	0.00	1,100	12.46	13,704.90	1,100	11.80	(725.24)		0.00		
5/11/2009	Financial Select Sector Spdr Fund ETF	0	0.00	1,750	12.47	21,822.68	1,750	11.80	(1,173.21)		0.00		
1/7/2009	Genuine Parts Co	0	0.00	500	36.84	18,422.40	500	31.65	(2,595.79)		0.00		
1/14/2008	Genzyme Corp General Division Com	200	14,956.40				200	51.96	(4,564.54)		0.00		
1/14/2008	Gilead Sciences Inc	300	14,399.10				300	43.36	(1,390.01)		0.00		
2/22/2006	Google Inc Class A	45	16,456.95				45				16,456.95	26,235	84
8/27/2007	Hewlett-Packard Co	350	16,826.50				350	37.00	(3,876.80)		0.00		62
2/13/2009	International Business Machs Corp	0	0.00	100	95.07	9,506.69	100	102.48	741.76		0.00		31
2/13/2009	International Business Machs Corp	0	0.00	50	95.07	4,753.35	50				4,753.35	6,318	
6/1/2009	International Business Machs Corp	0	0.00	150	108.04	16,205.46	150				16,205.46	18,953	93
6/9/2009	International Business Machs Corp	0	0.00	100	108.57	10,856.82	100				10,856.82	12,635	62
5/22/2009	Ishares Inc ETF Canada Index Fd	0	0.00	1,075	21.64	23,259.45	1,075	26.04	4,735.40		0.00		66
5/22/2009	Ishares Inc ETF Canada Index Fd	0	0.00	1,325	21.64	28,668.63	1,325				28,668.63	34,331	118
6/5/2009	Ishares Inc ETF Canada Index Fd	0	0.00	600	22.83	13,697.52	600				13,697.52	15,546	54
11/5/2009	Ishares Inc MSCI Japan Index FD ETF	6,000	57,579.60				6,000	8.17	(8,573.08)		0.00		449
8/4/2009	Ishares Silver Trust ETF	0	0.00	1,700	14.56	24,751.83	1,700				24,751.83	30,855	
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	0	0.00	325	27.88	9,062.11	325	31.83	1,282.96		0.00		81
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	0	0.00	200	27.88	5,576.68	200	32.21	865.15		0.00		37
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	0	0.00	1,500	27.88	4,182.51	1,500	38.49	1,591.46		0.00		28
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	0	0.00	650	27.88	18,124.21	650				18,124.21	26,338	121
5/29/2009	JPMorgan Chase & Co	0	0.00	150	36.03	5,403.96	150	34.55	(221.33)		0.00		11
5/29/2009	JPMorgan Chase & Co	0	0.00	800	36.03	28,821.12	800				28,821.12	33,992	58
8/13/2009	JPMorgan Chase & Co	0	0.00	200	42.00	8,400.00	200				8,400.00	8,498	14
9/8/2009	JPMorgan Chase & Co	0	0.00	300	42.45	12,734.58	300				12,734.58	12,747	
7/13/2009	Kinder Morgan Management LLC	0	0.00	1,000	43.28	47,612.51	1,000				47,612.51	55,297	22
7/13/2009	Kinder Morgan Management LLC (Std Split 1:14.09)	0	0.00	24,000	43.28	1,038.83	24,000				1,038.83	1,206	
7/13/2009	Kinder Morgan Management LLC (Std Split 1:14.09)	0	0.00	0.361	44.21	15.96	0.361	45.98	0.64		0.00		
7/13/2009	Kinder Morgan Management LLC (Std Split 1:14.09)	0	0.00	23,932	43.28	1,035.88	23,932				1,035.88	1,203	
9/3/2009	Kohls Corp	0	0.00	100	53.40	5,339.94	100	58.40	500.05		0.00		

Charitable Foundation Division  
SECURITIES SCHEDULE

Mills Foundation, Inc - ID# 13-2622775  
For the Year Ended 11/30/09

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period		Purchases or Other Acquisitions		Sales or Other Dispositions		Date Sold (Trade Date)	Amount Gain or (Loss)	Inventory End of Period		Income Received	
		Shares or Units	Cost or Acquisition Value	Number Share or Units	Cost/ Share or Unit	No of Shares or Units	Price / Share or Unit			Gross Selling Price	No Shares or Units		Cost or Acquisition Value
9/3/2009	Kodak Corp	0	0.00	400	53.40	21,359.76		6/19/2009	(2,338.67)	400	21,359.76	21,256	
5/27/2009	Market Vectors Gold Miners ETF	0	0.00	600	42.00	25,199.04		6/18/2009	(1,238.11)	0	0.00		
5/1/2009	MasterCard Inc Cl A	0	0.00	190	169.36	32,179.08		6/18/2009	1,798.55	0	0.00		
3/26/2009	Materials Select Sector SPDR ETF Large Cap	0	0.00	575	23.35	13,427.86		6/18/2009		600	24,393.60	22,890	
6/9/2009	McAfee Inc	0	0.00	600	40.66	24,393.60		7/2/2009	358.30	0	0.00		
1/24/2008	McDonalds Corp	100	5,387.55				57.46			300	16,162.65	18,975	
1/24/2008	McDonalds Corp	300	16,162.65							400	23,962.68	25,300	
7/15/2009	Microsoft Corp	0	0.00	1,600	23.83	38,127.04				1,600	38,127.04	47,056	
10/19/2009	Millicom Intl Cellular S A Subs 2418128	0	0.00	350	77.66	27,182.65				350	27,182.65	26,180	
11/16/2009	Millicom Intl Cellular S A Subs 2418128	0	0.00	100	73.59	7,359.20				100	7,359.20	7,480	
12/24/2003	Morgan Stanley India Inv	300	6,948.00					6/22/2009	(894.46)	0	0.00		
5/21/2007	Monsanto Co	175	10,881.99				20.18	9/16/2009	3,078.57	0	0.00		
4/23/2009	Monsanto Co	0	0.00	25	78.57	1,964.25		10/27/2009	(838.84)	0	0.00		
9/9/2009	Nucor Corp	0	0.00	200	45.92	9,184.92				400	18,369.84	16,964	
9/9/2009	Nucor Corp	0	0.00	400	45.92	18,369.84				400	20,142.20	16,964	
9/17/2009	Nucor Corp	0	0.00	400	50.36	20,142.20				0	0.00		
4/28/2009	Qualcomm, Inc	0	0.00	600	40.04	24,024.18		6/17/2009	(2,648.06)	0	0.00		
3/12/2008	PMCO Real Return Fund Cl C Fund #210	21,477.663	250,000.00				35.63			21,477.663	250,000.00	240,120	
12/10/2008	PMCO Real Return Fund Cl C Fund #210	0	0.00	923	9.10	8,399.91				923.067	8,399.91	10,320	
9/16/2009	Praxair Inc	0	0.00	500	78.31	39,156.25				500	39,156.25	41,015	
9/17/2009	Praxair Inc	0	0.00	200	80.10	16,020.00				200	16,020.00	16,406	
4/28/2009	Qualcomm, Inc	0	0.00	900	42.48	38,233.17				900	38,233.17	40,500	
3/8/2007	Questar (stock split 6-19-07)	375	15,794.04				34.86	8/17/2009	211.54	0	0.00		
5/22/2009	Quintec Y Minera Chl Sponsored ADR Subs 809641	0	0.00	700	34.55	24,187.66				625	25,961.50	33,869	
6/2/2009	Royal BK CDA Montreal Que	15,000	17,500.00							15,000	17,500.00	0	
12/23/1998	SerMed Industries, Inc	225	15,928.13				53.22	6/22/2009	(3,953.53)	0	0.00		
4/4/2007	Schlumberger Ltd	0	0.00	200	45.71	9,141.64		6/22/2009	1,502.44	0	0.00		
4/23/2009	Schlumberger Ltd	0	0.00	1,375	18.03	24,796.34		5/15/2009	(101.14)	0	0.00		
3/24/2009	Southern Copper Corp	0	0.00							935	85,215.90	108,123	
5/20/2008	SPDR Gold Trust formerly iShares Gold Trust 3778	5,000	447,125.00							5,000	447,125.00	578,200	
10/8/2009	SPDR Gold Trust ETF	0	0.00	800	84.47	67,577.12				800	67,577.12	92,512	
1/22/2009	SPDR Gold Trust ETF	0	0.00							0	0.00		
3/19/2008	TEVA Pharmaceutical Inds LTD ADR	300	13,985.49				50.23	10/23/2009	1,083.42	0	0.00		
6/9/2009	TEVA Pharmaceutical Inds LTD ADR	0	0.00	300	48.13	14,438.46		10/23/2009	630.45	0	0.00		
5/1/2008	Transocean Ordinary Shares	120	17,824.81				75.54	6/29/2009	(8,759.51)	550	25,998.23	28,815	
8/12/2009	The Travelers Cos Inc	0	0.00	550	47.27	25,998.23				0	0.00		
11/5/2008	Venzon Communications Inc	350	11,334.37				28.96	10/27/2009	(1,198.11)	1,000	30,289.00	31,460	
11/10/2009	Venzon Communications Inc	0	0.00	1,000	30.29	30,289.00				200	11,745.36	13,448	
2/23/2006	United Technologies Corp	200	11,745.36							200	12,019.46	13,448	
9/8/2009	United Technologies Corp	0	0.00	200	60.10	12,019.46				200	12,019.46	13,448	
11/9/2009	United Technologies Corp	0	0.00	350	65.76	23,014.74				350	23,014.74	23,534	
Totals of investments			1,176,636.05			1,351,438.75			(43,766.18)		1,777,954.84	2,033,146	22,530
US Security investments													
12/12/2003	U S Treasury - Inflation Index Due 1/15/12	200,000	235,840.10							200,000	235,840.10	261,952	8,139
8/14/2009	U S Treasury Notes 1 75% Due 08/15/2012	0	0.00	100,000	100.39	100,390.63				100,000	100,390.63	102,078	(10)
12/22/2007	U S Treasury Notes Due 12/31/11	100,000	99,453.13							100,000	99,453.13	108,062	4,625
8/14/2009	U S Treasury Notes 01 000% Due 07/31/2011	0	0.00	100,000	99.92	99,921.88				100,000	99,921.88	100,812	(46)
11/18/2008	U S Treasury - Inflation Index Due 7-15-16	80,000	79,990.40				111.68	3/19/2009	9,355.46	0	0.00		1,432
Total US Security Investments			415,283.63			200,312.51					535,605.74	572,904	14,141
Investments Corporate Bonds													
1/6/2009	Alcoa Inc Cons NTS 06 500% Due 06/01/2011	0	0.00	25,000	97.50	24,373.75		2/11/2009	(1,923.75)	0	0.00		171.53
1/12/2009	BAC Cap Trust II Pfd 0 000% Series A Callable 2/28/2007	0	0.00	800	22.04	17,632.00		1/16/2009	(3,371.85)	0	0.00		
1/12/2009	Bank of New York Capital PFD 6 875% Ser E	0	0.00	800	22.04	17,632.00		1/20/2009	(1,251.39)	0	0.00		
9/25/2008	Bell South Corp Notes 4 2% Due 9-15-09	65,000	64,512.50				100.00	9/15/2009	487.50	0	0.00		2,730

Charitable Foundation Division  
SECURITIES SCHEDULE

Mills Foundation, Inc. - ID# 13-262775  
For the Year Ended 11/30/09

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period		Purchases or Other Acquisitions			Sales or Other Dispositions			Date Sold (Trade Date)	Amount Gain or (Loss)	No Shares or Units	Inventory End of Period		Income Received
		Shares or Units	Cost or Acquisition Value	Number Share or Units	Cost/ Share or Unit	Gross Cost	No of Shares or Units	Price / Share or Unit	Gross Selling Price				Cost or Acquisition Value	Market Value	
12/10/2008	Burlington Real Estate Co. GTD NT 04 480% due 02/15/2011	0	0.00	50,000	103.99	51,493.22						50,000	51,493.22	53,552	2,227
2/13/2009	Cisco Systems, Inc. SR unsec 04 550% due 02/15/2019	0	0.00	50,000	100.76	50,380.34						50,000	50,380.34	53,115	1,210
12/5/2008	CVS Corp Notes Series W1 04 600% due 09/15/2009	0	0.00	50,000	98.86	49,428.50	50,000	100.00	50,000.00	9/15/2009	571.50	0	0.00	51,313	1,527.76
11/14/2008	Genentech Inc Sr Nts 4.4% due 7-15-10	50,000	49,918.00									50,000	49,918.00	51,313	2,200
11/12/2009	Goldman Sachs Group Inc. PFD 0% since 11/1/2011	0	0.00	1,200	13.39	16,068.36	55,000	106.84	58,763.10	10/13/2009	4,512.20	1,200	16,068.36	24,156	1,141
10/28/2008	Hershey Company NTS 5.3% due 9-1-2011	55,000	54,250.90									50,000	50,311.00	53,150	3,276
2/18/2009	Procter & Gamble Comp NTS 04 700% due 02/15/2019	0	0.00	50,000	100.62	50,311.00						0	0.00	53,150	1,123
12/2/2008	SBC Communications NTS 04 12% due 09/15/2009	0	0.00	65,000	99.33	64,567.10	65,000	100.00	65,000.00	9/15/2009	432.90	55,000	54,725.00	59,190	2,085
11/10/2008	Walmart Stores Inc. SR Notes 4.25% due 4-15-13	55,000	54,725.00										54,725.00	59,190	2,338
	<b>Total corporate bond investments</b>		223,406.40			343,874.27							272,895.92	294,476	20,032
	<b>Other Fixed Income</b>														
3/28/2008	Canada Treasury Bills due 3-19-2009	100,000	96,073.55				100,000	80.58	80,580.17	3/19/2009	(15,493.38)	0	0.00		
	<b>Partnership interests</b>														
11/24/2008	Enterprise Prods Partners LP Com Unit	3,175	60,483.75						8,561.88			3,175	51,921.87	94,583	(6,680)
10/21/2008	Kinder Morgan Energy Partners LP Unit LTD Pn Int	3,600	187,793.64						21,810.00			3,600	165,983.64	209,736	(1,688)
	<b>Total partnership interest</b>		248,277.39			0.00			30,371.88				217,905.51	304,319	(8,378)
	<b>Various</b>														
	PNC Advisors / Cash		0.00										0.00		
	PNC Advisors - Blackrock Money Market		994,420.91			302,389.10			1,142,553.13				153,856.88	153,857	13.06
	PNC Bank - Checking		50,180.91										50,330.00	50,330	0
	Total Merrill EMA Account - MMF		2.05										0.00		
3/1/1980	Amwell Valley Land	4	10,000.00									4	10,000.00	10,000	
7/18/2003	Panning - "Mallory Ned" by Thomas Blinks (English Setter)		140,000.00										140,000.00	140,000	
<b>TOTALS</b>			3,354,280.89			2,198,014.63			2,343,446.68		(50,447)		3,158,548.89	3,559,032	48,337

<b>Summary</b>	
interest	34,186
dividends	22,530
partnership	(8,378)
<b>total</b>	<b>48,337</b>

<b>Net capital loss</b>	
actual sales	2,313,074.80
CY partnership loss	8,378.00
partnership distribution	21,893.88
investment decrease amt	2,343,446.68