Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning DEC 1, 2009 , and ending NOV 30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: MILLS FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 92 NASSAU STREET, 2ND FLOOR

City or town, state, and ZIP code: PRINCETON, NJ 08542-4530

A Employer identification number: 13-2622775

B Telephone number: (609)921-3880

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 ▶ [ ]

H Check type of organization [X] 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) ▶$ 3,576,466.

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

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

		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	42,312.	42,312.		STATEMENT 1
	4 Dividends and interest from securities	37,656.	37,656.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	247,583.			
	b Gross sales price for all assets on line 6a 2,696,669.				
	7 Capital gain net income (from Part IV, line 2)		247,583.		
	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	<42,405.>	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	285,146.	327,551.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	5,334.	4,000.		1,334.
	15 Pension plans, employee benefits	878.	637.		241.
	16a Legal fees				
	b Accounting fees STMT 4	7,000.	6,000.		1,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	559.	559.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	219.	0.		219.
	22 Printing and publications				
	23 Other expenses STMT 6	27,289.	26,400.		889.
	24 Total operating and administrative expenses. Add lines 13 through 23	41,279.	37,596.		3,683.
	25 Contributions, gifts, grants paid	175,885.			175,885.
	26 Total expenses and disbursements. Add lines 24 and 25	217,164.	37,596.		179,568.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	67,982.			
	b Net investment income (if negative, enter -0-)		289,955.		
	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	50,330.	35,103.	35,103.
	2 Savings and temporary cash investments	153,857.	89,325.	89,325.
	3 Accounts receivable ▶ 83,464.			
	Less allowance for doubtful accounts ▶		83,464.	83,464.
	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 7	535,606.	466,119.	475,956.
	b Investments - corporate stock STMT 8	1,777,955.	2,257,496.	2,587,232.
	c Investments - corporate bonds STMT 9	272,896.	145,024.	155,386.
	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 10	217,905.	0.	0.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	140,000.	140,000.	140,000.
	16 **Total assets** (to be completed by all filers)	3,158,549.	3,226,531.	3,576,466.
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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,158,549.	3,226,531.	
	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**	3,158,549.	3,226,531.	
	31 **Total liabilities and net assets/fund balances**	3,158,549.	3,226,531.	

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	3,158,549.
2	Enter amount from Part I, line 27a	2	67,982.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,226,531.
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	3,226,531.

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	CAPITAL GAINS AND LOSSES - STMT 13	P	VARIOUS	VARIOUS
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	2,696,669.		2,449,086.	247,583.
b				
c				
d				
e				

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

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				247,583.
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** 247,583.

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))
2008	167,904.	3,298,163.	.050908
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

2	**Total** of line 1, column (d)	2	.223283
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	.044657
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,461,000.
5	Multiply line 4 by line 3	5	154,558.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,900.
7	Add lines 5 and 6	7	157,458.
8	Enter qualifying distributions from Part XII, line 4	8	179,568.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	2,900.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	2,900.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,900.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,343.		
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	2,343.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	557.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ,NY			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOAN E. PERSICHILLI Telephone no ▶ (609) 921-3880

Located at ▶ 92 NASSAU STREET, 2ND FLOOR, PRINCETON, NJ ZIP+4 ▶ 08542-4530

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(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 12		0.	0.	219.

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	
Total. Add lines 1 through 3 ▶	0.

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02-02-10

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	3,057,712.
b	Average of monthly cash balances		1b	310,994.
c	Fair market value of all other assets		1c	145,000.
d	**Total** (add lines 1a, b, and c)		1d	3,513,706.
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	3,513,706.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	52,706.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,461,000.
6	**Minimum investment return.** Enter 5% of line 5		6	173,050.

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	173,050.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 2,900.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,900.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	170,150.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	170,150.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	170,150.

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	179,568.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	179,568.
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	2,900.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	176,668.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				170,150.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			12,859.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 179,568.				
a Applied to 2008, but not more than line 2a			12,859.	
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 2009 distributable amount				166,709.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				3,441.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 the 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))

BRADFORD MILLS

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 of the person to whom applications should be addressed

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14	NONE	VARIOUS	GENERAL OPERATING FUND	175,885.
Total			▶ 3a	175,885.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	42,312.	
4 Dividends and interest from securities			14	37,656.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	<42,405.>			
8 Gain or (loss) from sales of assets other than inventory			18	247,583.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		<42,405.>		327,551.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 285,146.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: Feb 4 2011 Title: MANAGER / DIRECTOR

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 1.31.11	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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
PNC ADVISORS	42,312.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	42,312.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC ADVISORS - EQUITIES & MUTUAL FUNDS	37,656.	0.	37,656.
TOTAL TO FM 990-PF, PART I, LN 4	37,656.	0.	37,656.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CY K-1 LOSSES FROM PARTNERSHIPS	<42,405.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<42,405.>	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

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	6,000.	6,000.		0.
RSM MCGLADREY INC. - RESEARCH & PLANNING	1,000.	0.		1,000.
TO FORM 990-PF, PG 1, LN 16B	7,000.	6,000.		1,000.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	559.	559.		0.
TO FORM 990-PF, PG 1, LN 18	559.	559.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	305.	0.		305.
INSURANCE	359.	0.		359.
INVESTMENT ADVISORY FEES	26,378.	26,378.		0.
CHECKING FEES	44.	22.		22.
STATIONERY EXPENSE	203.	0.		203.
TO FORM 990-PF, PG 1, LN 23	27,289.	26,400.		889.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PNC WEALTH MGMT. (SEE STMT 15)	X		466,119.	475,956.
TOTAL U.S. GOVERNMENT OBLIGATIONS			466,119.	475,956.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			466,119.	475,956.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PNC WEALTH MGMT. (SEE STMT 15)	2,239,996.	2,587,232.
SERMED INDUSTRIES (SEE STMT 15)	17,500.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,257,496.	2,587,232.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PNC WEALTH MGMT. (SEE STMT 15)	145,024.	155,386.
TOTAL TO FORM 990-PF, PART II, LINE 10C	145,024.	155,386.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PNC WEALTH MGMT. PTR. INTEREST (SEE STMT 15)	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PAINTING - "MALLWYD NED" BY THOMAS BLINKS (ENGLISH SETTER) (SEE STMT 15)	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 12

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.	0.
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. FUQUAYVARINA, NC 27526	CO-PRESIDENT 2.00	0.	0.	219.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	219.

CAPITAL GAINS & LOSSES

Mills Foundation, Inc. - ID# 13-2622775
For the Year Ended 11/30/10

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period: Shares or Units	Inventory Beginning of Period: Cost or Acquisition Value	Purchases or Other Acquisitions: Number Share or Units	Purchases or Other Acquisitions: Cost / Share or Unit	Purchases or Other Acquisitions: Gross Cost	Sales or Other Dispositions: No. of Shares or Units	Sales or Other Dispositions: Price / Share or Unit	Sales or Other Dispositions: Gross Selling Price	Date Sold (Trade Date)	Amount Gain or (Loss)
1/17/2007	Abbott Laboratories, Inc.	375	19,342.05				375	50.57	18,965.16	11/1/2010	(376.89)
1/6/2010	Abbott Laboratories, Inc.	0	0.00	300	54 27	16,281 42	300	50.57	15,172.12	11/1/2010	(1,109.30)
11/9/2009	Apache Corporation	250	25,170.90				250	99 96	24,990.08	2/4/2010	(180.82)
10/29/2008	Apple Computer Inc	70	7,393.70				70	249 38	17,456.30	5/19/2010	10,062.60
4/23/2010	Baker Hughes Inc	0	0.00	100	53.37	5,336.66	100	47.27	4,727.44	5/6/2010	(609 22)
4/26/2010	Baker Hughes Inc	0	0.00	900	54.27	48,839 13	900	47.27	42,546.96	5/6/2010	(6,292.17)
3/15/2010	Bank of Nova Scotia Sedol 2957665	0	0.00	631	48 76	30,767 56	631	47.71	30,103.74	5/19/2010	(663.82)
3/16/2010	Bank of Nova Scotia Sedol 2957665	0	0.00	269	49.36	13,277.01	269	47.71	12,833.45	5/19/2010	(443.56)
4/21/2010	Bank of Nova Scotia Sedol 2957665	0	0.00	300	51.74	15,521 79	300	47.71	14,312.40	5/19/2010	(1,209.39)
12/10/2008	Burlington Res Fin Co GTD NT 06 680% Due 02/15/2011	50,000	51,493.22				50,000	1 03	51,657.35	8/3/2010	164.13
10/30/2009	Campbell Soup Co	1,200	38,976 48				1,200	34 46	41,356 22	11/11/2010	2,379.74
4/20/2010	Cooper Industries Plc	0	0.00	925	50.30	46,523.78	925	47 97	44,374.37	5/5/2010	(2,149.41)
10/14/2009	Ebay Inc	1,000	25,425.20				1,000	22.38	22,377.02	12/18/2009	(3,048.18)
10/5/2009	EMC Corp	1,185	20,018.56				1,185	20.78	24,625.30	11/16/2010	4,606.74
11/24/2008	Enterprise Prods Partners LP Com Unit	3,175	51,921.87				3,175	35.80	113,691.43	2/22/2010	61,769.56
11/14/2008	Genentech Inc Sr Nts 4.4% due 7-15-10	50,000	49,918.00				50,000	1 00	50,000.00	7/15/2010	82.00
2/3/2010	Genzyme Corp General Division Com	0	0.00	550	57.36	31,545 47	550	49.96	27,480.40	5/20/2010	(4,065.07)
2/3/2010	Gilead Sciences Inc	0	0.00	475	47.63	22,626 25	475	40.81	19,386.46	4/26/2010	(3,239 79)
1/12/2009	Goldman Sachs Group Inc. PFD 0 0% Series A Callable 04/2	1,200	16,068.36				1,200	21.76	26,115 39	4/16/2010	10,047.03
2/22/2006	Google Inc Class A	45	16,456.95				45	456.54	20,544.40	8/24/2010	4,087 45
2/13/2009	International Business Machs Corp	50	4,753.35				50	127 43	6,371 44	4/9/2010	1,618.10
6/1/2009	International Business Machs Corp	30	3,241.09				30	127 43	3,822.87	4/9/2010	581.77
5/22/2009	Ishares Inc ETF Canada Index Fd	1,325	28,668.63				1,325	25 68	34,021.31	5/6/2010	5,352.69
6/5/2009	Ishares Inc ETF Canada Index Fd	600	13,697.52				600	25.68	15,405.88	5/6/2010	1,708.36
8/4/2009	Ishares Silver Trust ETF	1,700	24,751.83				1,700	16.02	27,240.62	2/3/2010	2,488.79
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	650	18,124.21				650	42 24	27,455.65	1/12/2010	9,331.44
4/15/2010	Ishares TR Russell 2000 Index Fd ETF	0	0 00	425	72 40	30,769 32	425	70.88	30,123.49	5/4/2010	(645.83)
4/9/2010	ITAU Unibanco Banco Holding	0	0 00	1,900	22.64	43,013 72	1,900	19 49	37,029.04	5/6/2010	(5,984.68)
2/22/2010	Johnson Controls Inc	0	0 00	1,400	30.68	42,945 70	1,400	27.43	38,406 52	5/20/2010	(4,539.18)
8/9/2010	Johnson & Johnson	0	0.00	935	60 22	56,310 19	935	57 85	54,088.18	8/26/2010	(2,222.01)
5/29/2009	JPMorgan Chase & Co	700	25,218.48				700	40.89	28,625.34	12/10/2009	3,406.86
5/29/2009	JPMorgan Chase & Co	100	3,602 64				100	37 03	3,703 40	2/5/2010	100 76
8/12/2009	JPMorgan Chase & Co	200	8,400 00				200	37.03	7,406 80	2/5/2010	(993.20)
9/8/2009	JPMorgan Chase & Co	300	12,734 58				300	37 03	11,110.21	2/5/2010	(1,624.38)
10/21/2008	Kinder Morgan Energy Partners LP Unit LTD Ptr Int	3,600	165,983.64				3,600	73.40	264,282 99	2/22/2010	98,299 35

CAPITAL GAINS & LOSSES

Mills Foundation, Inc. - ID# 13-2622775
For the Year Ended 11/30/10

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period: Shares or Units	Inventory Beginning of Period: Cost or Acquisition Value	Purchases or Other Acquisitions: Number Share or Units	Purchases or Other Acquisitions: Cost / Share or Unit	Purchases or Other Acquisitions: Gross Cost	Sales or Other Dispositions: No. of Shares or Units	Sales or Other Dispositions: Price / Share or Unit	Sales or Other Dispositions: Gross Selling Price	Date Sold (Trade Date)	Amount Gain or (Loss)
7/13/2009	Kinder Morgan Management LLC		3.78	0.089	42.47		0.089	56.85	5.06	2/17/2010	1.28
7/13/2009	Kinder Morgan Management LLC		36.83	0.882	41.76		0 882	52.41	46.23	5/20/2010	9.40
7/13/2009	Kinder Morgan Management LLC		32 88	0.802	41.00		0 802	59 23	47.50	8/16/2010	14.62
7/13/2009	Kinder Morgan Management LLC		23.81	0.591	40 29		0.591	62.89	37.17	11/24/2010	13.36
9/3/2009	Kohls Corp	400	21,359.76				400	51.25	20,501 25	1/12/2010	(858 51)
3/8/2010	L3 Communications Hldgs Inc	0	0.00	500	92.30	46,151 65	500	87.15	43,574.21	5/17/2010	(2,577 44)
12/23/2009	MasterCard Inc Cl A	0	0.00	150	256.91	38,535.98	150	247.62	37,142.45	3/17/2010	(1,393.53)
6/9/2009	McAfee Inc	600	24,393.60				600	38.00	22,798.27	2/3/2010	(1,595.33)
7/15/2009	Microsoft Corp	1,600	38,127.04				1,600	25 73	41,167.30	6/4/2010	3,040 26
10/19/2009	Millicom Intl Cellular S A Sedol 2418128	100	7,766.47				100	88.57	8,856.85	11/29/2010	1,090.38
9/9/2009	Nucor Corp	400	18,369.84				400	42 34	16,934.28	12/11/2009	(1,435.56)
9/17/2009	Nucor Corp	400	20,142.20				400	42.34	16,934.28	12/11/2009	(3,207.92)
4/9/2010	Oracle Corp	0	0.00	475 0	25.88	12,293.90	475.0	21.30	10,117 56	6/8/2010	(2,176.34)
4/9/2010	Oracle Corp	0	0.00	1,225.0	25.88	31,705 33	1,225.0	22 34	27,372 53	6/24/2010	(4,332.80)
2/3/2010	Pfizer Inc	0	0.00	2,300	18.62	42,826 00	2,300.0	15.22	35,004.25	6/18/2010	(7,821 75)
9/16/2009	Praxair Inc	100	7,831 25				100	77.02	7,701.86	5/19/2010	(129.39)
5/13/2010	Priceline.com Inc	0	0.00	135	217 85	29,409 66	135	292.55	39,494.20	8/24/2010	10,084.54
2/18/2009	Procter & Gamble Comp NTS 04 700% Due 02/15/2019	50,000	50,311.00				50,000	1.03	51,687.50	4/26/2010	1,376.50
4/28/2009	Qualcomm, Inc.	900	38,233.17				900	38.34	34,501.72	4/28/2010	(3,731.45)
3/8/2007	Questar (stock split 6-19-07) (QEP Resources)	375	15,794.04				375	33.74	12,652.66	11/5/2010	(3,141.38)
6/9/2010	Salesforce.com	0	0.00	290	89 82	26,046 87	290	109 78	31,836 15	8/31/2010	5,789.28
11/1/2010	Sanofi-Aventis	0	0.00	1,000	35.09	35,087.90	1,000	30.90	30,898 67	11/29/2010	(4,189.23)
12/2/2009	Sector Spdr Tr	0	0.00	1,040	30.64	31,863 41	1,040	31.40	32,655 02	10/27/2010	791 61
12/2/2009	Sector Spdr Tr	0	0.00	635	30.64	19,455.07	635	30.67	19,477 28	11/30/2010	22.22
12/7/2009	Sector Spdr Tr	0	0.00	790	31.06	24,540 56	790	30.67	24,231.58	11/30/2010	(308.98)
5/20/2008	SPDR Gold Trust formerly Streettracks Gold Trust 5-27-8	935	85,215.90				935	108.81	101,737.65	2/2/2010	16,521.75
10/8/2008	SPDR Gold Trust ETF	1,310	117,146.75				1,310	108.81	142,541.51	2/2/2010	25,394.76
10/8/2008	SPDR Gold Trust ETF	1,155	103,285.88				1,155	109 39	126,344.42	2/2/2010	23,058 55
3/1/2010	TJX Companies Inc	0	0.00	225	41.42	9,319 48	225	40.01	9,002.77	8/31/2010	(316.71)
3/1/2010	TJX Companies Inc	0	0.00	475	41 42	19,674.45	475	45.92	21,813.34	11/9/2010	2,138.89
2/3/2010	Tortoise Energy Infrastructure	0	0.00	1,200	29.99	35,988 84	1,200	36 97	44,363 36	11/17/2010	8,374.52
4/22/2010	Tyco Electronics Ltd	0	0 00	775	29.04	22,505.31	775	25.97	20,127.95	6/29/2010	(2,377.36)
4/23/2010	Tyco Electronics Ltd	0	0.00	775	29 04	22,505 31	775	24.61	19,073 35	7/1/2010	(3,431.96)
4/9/2010	Union Pacific Corp	0	0.00	300	75 35	22,605.21	300	72.46	21,737.63	5/19/2010	(867.58)
4/9/2010	Union Pacific Corp	0	0.00	165	75 35	12,432 87	165	69.11	11,403 91	5/21/2010	(1,028.96)
4/9/2010	Union Pacific Corp	0	0 00	405	75.35	30,517 03	405	69 03	27,959.02	7/7/2010	(2,558.01)
11/10/2009	Verizon Communications Inc	1,000	30,289.00				1,000	29.61	29,611.89	4/15/2010	(677.11)

CAPITAL GAINS & LOSSES

Mills Foundation, Inc. - ID# 13-2622775
For the Year Ended 11/30/10

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period: Shares or Units	Inventory Beginning of Period: Cost or Acquisition Value	Purchases or Other Acquisitions: Number Share or Units	Purchases or Other Acquisitions: Cost / Share or Unit	Purchases or Other Acquisitions: Gross Cost	Sales or Other Dispositions: No of Shares or Units	Sales or Other Dispositions: Price / Share or Unit	Sales or Other Dispositions: Gross Selling Price	Date Sold (Trade Date)	Amount Gain or (Loss)
2/23/2006	United Technologies Corp.	200	11,745.36				200	70.25	14,050.14	5/17/2010	2,304.78
9/8/2009	United Technologies Corp.	150	9,014.60				150	70.25	10,537 61	5/17/2010	1,523.01
1/21/2003	U S. Treasury - Inflation Index Due 1/15/12	200,000	235,840.10				200.000	1.31	261,068.98	5/7/2010	25,228 88
3/17/2010	Visa Inc - Class A Shares	0	0.00	405	91.73	37,151.14	405	70.89	28,709.96	5/19/2010	(8,441.18)
3/4/2010	Wilmington Trust Corp	0	0 00	30,000	0.95	28,387 50	30.000	0 97	29,100.00	10/14/2010	712.50
	Total long term securities sales		1,466,324.51			982,761 46			2,696,669.05		247,583.08

Basis - inventory beginning of period for long term sales	1,466,324.51
Basis - current year additions sold	982,761.46
Total basis sales	2,449,085.97

	Gross Cost	Gross Selling Price	Amount Gain or (Loss)
Rounded amounts per return, Part IV, line 1a	**2,449,086**	**2,696,669**	**247,583**

MILLS FOUNDATION - GROSS DONATIONS Nov 30, 2010

FY 12/01/09 - 11/30/10

Charitable Organization - Cash Donations	Gross Donation
SAVE, A Friend to Homeless Animals	$65,135
Princeton HealthCare System Foundation	51,000
American Museum of Fly Fishing	11,000
Princeton University - Annual Giving	10,000
St. Charles Borromeo	10,000
Atlantic Salmon Federation	3,500
GBYSA (Ross/Avril)	3,000
Stanford University (BAM)	3,000
Arch Foundation for University of Georgia (EMH)	1,000
Atlanta Speech School (BMH)	1,000
Breakthrough Atlanta (BMH)	1,000
Council on Foreign Relations	1,000
Lambertville-New Hope Ambulance & Rescue Squad	1,000
Millbrook School - Annual Fund	1,000
Princeton University Class of 1948 - China Project	1,000
Smith College Alumnae Fund (EMH)	1,000
The Carter Center (BMH)	1,000
Trout Unlimited	1,000
Historical Society of Princeton	740
New Jersey Conservation Foundation	600
Breakthrough Atlanta (Darby)	500
British Schools & Universities Fdn (Bradford Holbrook)	500
Epilepsy Foundation	500
Horses for the Handicapped (Lucinda)	500
Junior Diabetes (Austin)	500
Millbrook School (EMH)	500
Princeton Day School (EMH)	500
The Nature Conservancy (Morgan)	500
Trinity Church of Princeton	500
Wellington Boys & Girls Club (Bradford Hunter)	500
Wellington Soccer Club Inc	500
Pennswood Village Residents Assoc	450
SBMWA-Fest (Stony Brook Watershed)	350
Princeton University Annual Giving - Aspire Campaign	250
The Trust for Public Land (William)	250
Trout Unlimited (William)	250
Boys & Girls Clubs of the Lowcountry Inc	200
Congregation Beth Judah	200
Boys & Girls Clubs of America	100
Center for Security Policy	100
New Hope Eagle Fire Company	100
Princeton University Class of 1948	60
Boys & Girls Clubs of the Lowcountry Inc	50
Sheldon Animal Rescue	50
Donations Paid for Fiscal Year End 11/30/10	$175,885

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American Museum of Fly Fishing
P. O. Box 42
Manchester, VT 05254 3

Arch Foundation
University of Georgia
394 S. Milledge Ave., #100
Athens, GA 30602 9

Atlanta Speech School
3160 Northside Pkwy, NW
Atlanta, GA 30327

Atlantic Salmon Federation
Box 807
Calais, Maine 04619 6

Boys & Girls Clubs of Wellington
3401 So. Shore Dr.
Wellington, FL 33414

Boys & Girls Clubs of the Lowcountry 35
17B Marshellen Dr.
Beaufort, SC 29902

Boys & Girls Clubs of America
1275 Peachtree St., NE
Atlanta, GA 30309

Breakthrough Atlanta
4075 Paces Ferry Rd., NW
Atlanta, GA 30327 11

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

Center for Security Policy
Suite 201
1901 Pennsylvania Ave., NW
Washington, DC 20006

Congregation Beth Judah
700 N. Swarthmore Ave.
Ventnor, NJ 08406

Council on Foreign Relations
58 East 68th Street
New York, NY 10021 12

Epilepsy Foundation
8301 Professional Plaza
Landover, MD 20785

Greater Boca Youth Soccer Assoc.
P. O. Box 970571
Boca Raton, FL 33497 7

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

Horses for the Handicap
c/o the Chychrun Family
6423 NW 32nd Way
Boca Raton, FL 33496

Junior Diabetes Foundation
General Palm Beach Co. Chapter
1450 Centrepark Blvd, Suite 310
West Palm Beach, FL 33401

Lambertville-New Hope Rescue Squad 13
P. O. Box 237
Lambertville, NJ 08530

Millbrook School
~~School Road~~
Millbrook, NY 12545

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

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NJ Conservation Foundation
170 Longview Rd.
Far Hills, NJ 07931

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

Princeton HealthCare Sys Fdn 2
253 Witherspoon St.
Princeton, NJ 08540

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

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

Stanford University
Gift Processing
P. O. Box 20466
Stanford, CA 94305

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

The Trust for Public Land
1693 Noble Drive
Atlanta, GA 30306

Trout Unlimited
1300 N. 17th St., Suite 500
Arlington, VA 22209

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

Pennswood Village Residents Assoc
1382 Newtown-Langhorne Rd.
Newtown, PA 18940

Princeton University Class of 1948 15
c/o L. Yokana
87 Battle Road
Princeton, NJ 08540

Princeton Day School
The Great Road 25
Princeton, NJ 08540

Sheldon Animal Rescue
c/o Lyn Kerner 38
35 Brays Island Dr.
Sheldon, SC 29941

St. Charles Borromeo Church 5
2226 Riverton Rd.
Cinnaminson, NJ 08077

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

The Carter Center 17
One Copenhill Ave., NE
Atlanta, GA 30307

Trinity Church of Princeton
33 Mercer St.
Princeton, NJ 08540

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Charitable Foundation Division

SECURITIES SCHEDULE

Mills Foundation, Inc. - ID# 13-2622775
For the Year Ended 11/30/10

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period: Shares or Units	Inventory Beginning of Period: Cost or Acquisition Value	Purchases or Other Acquisitions: Number Share or Units	Purchases or Other Acquisitions: Cost / Share or Unit	Purchases or Other Acquisitions: Gross Cost	Sales or Other Dispositions: No of Shares or Units	Sales or Other Dispositions: Price / Share or Unit	Sales or Other Dispositions: Gross Selling Price	Date Sold (Trade Date)	Amount Gain or (Loss)	Inventory End of Period: No Shares or Units	Inventory End of Period: Cost or Acquisition Value	Inventory End of Period: Market Value
12/11/2009	3M Company	0	0 00	425	80 79	34,336 52						425	34,336 520	35,692
1/17/2007	Abbott Laboratories, Inc	375	19,342 05				375	50 57	18,965 16	11/1/2010	(376 89)	0	0 000	
1/6/2010	Abbott Laboratories, Inc	0	0 00	300	54 27	16,281 42	300	50 57	15,172 12	11/1/2010	(1 109 30)	0	0 000	
10/18/2010	Amazon Com Inc	0	0 00	180	162 73	29,290 95						180	29,290 950	31,572
11/9/2009	Apache Corporation	250	25,170 90				250	99 96	24,990 08	2 4/2010	(180.82)	0	0 000	
10/29/2008	Apple Computer Inc	70	7,393 70				70	249 38	17,456 30	5/19/2010	10,062 60	0	0 000	
10/29/2008	Apple Computer Inc	30	3,168 73									30	3,168 729	9,335
4/23/2009	Apple Inc	50	6,237 23									50	6,237 230	15,558
4/6/2010	Apple Inc	0	0 00	120	237 59	28,511 09						120	28,511 090	37,338
4/23/2010	Baker Hughes Inc	0	0 00	100	53 37	5,336 66	100	47 27	4,727 44	5/6/2010	(609 22)	0	0 000	
4/26/2010	Baker Hughes Inc	0	0 00	900	54 27	48,839 13	900	47 27	42,546 96	5/6/2010	(6,292 17)	0	0 000	
3/15/2010	Bank of Nova Scotia Sedol 2957665	0	0 00	631	48 76	30,767 56	631	47 71	30,103 74	5/19/2010	(663.82)	0	0 000	
3/16/2010	Bank of Nova Scotia Sedol 2957665	0	0 00	269	49 36	13,277 01	269	47 71	12,833 45	5/19/2010	(443 56)	0	0 000	
4/21/2010	Bank of Nova Scotia Sedol 2957665	0	0 00	300	51 74	15,521 79	300	47 71	14,312 40	5/19/2010	(1,209 39)	0	0 000	
7/28/2008	Bristol Myers Squibb Co	850	18,911 73									850	18,911 730	21,454
11/23/2009	Bristol Myers Squibb Co	800	19,823 92									800	19,823 920	20,192
10/30/2009	Campbell Soup Co	1,200	38,976 48				1,200	34 46	41 356 22	11/11/2010	2,379 74	0	0 000	
6/24/2010	Caterpillar Financial SE	0	0 00	50,000	1 01	50,430 00						50,000	50,430 000	51,821
10/21/2009	Chevron Corporation	485	37,796 97									485	37,796 970	39,270
8/16/2010	Cognizant Technology Solutions	0	0 00	500	58 58	29,291 80						500	29,291 800	32,490
4/20/2010	Cooper Industries Plc	0	0 00	925	50 30	46 523 78	925	47 97	44 374 37	5/5/2010	(2,149 41)	0	0 000	
10/5/2010	Dover Corp	0	0 00	850	54 21	46 076 55						850	46,076 550	46,589
6/16/2010	Diageo PLC	0	0 00	315	66 17	20,844 84						315	20,844.840	22,573
6/28/2010	Diageo PLC	0	0 00	310	64 64	20 038 03						310	20,038 030	22,215
10/14/2009	Ebay Inc	1,000	25,425 20				1,000	22 38	22,377 02	12/18/2009	(3,048 18)	0	0 000	
11/17/2010	ECA Marcellus Trust I	0	0 00	1,400	24 78	34 692 00						1,400	34,692 000	36,680
10/21/2010	Emerging Global Shares Dow Jones	0	0 00	2,000	22 47	44 940 00						2,000	44,940 000	43,880
10/5/2009	EMC Corp	1 185	20,018 56				1,185	20 78	24 625 30	11/16/2010	4 606 74	0	0 000	
10/5/2009	EMC Corp	240	4,054 39									240	4,054 392	5,158
12/23/2009	EMC Corp	0	0 00	1,100	17 63	19 391 68						1,100	19,391 680	23,639
6/3/2003	Exxon Mobil Corp	200	7,368 00									200	7,368 000	13,912
1/5/2010	Exxon Mobil Corp	0	0 00	200	69 13	13,825 92						200	13,825 920	13,912
2/3/2010	Genzyme Corp General Division Com	0	0 00	550	57 36	31 545 47	550	49 96	27 480 40	5/20/2010	(4,065 07)	0	0 000	
2/3/2010	Gilead Sciences Inc	0	0 00	475	47 63	22 626 25	475	40 81	19 386 46	4/26/2010	(3,239 79)	0	0 000	
2/22/2006	Google Inc Class A	45	16,456 95				45	456 54	20,544 40	8/24/2010	4,087 45	0	0 000	
9/29/2010	Google Inc - Class A	0	0 00	83	528 12	43 833 74						83	43,833 740	46,124
2/13/2009	International Business Machs Corp	50	4,753.35				50	127 43	6,371 44	4/9/2010	1,618 10	0	0 000	
6/1/2009	International Business Machs Corp	30	3,241 09				30	127 43	3 822 87	4/9/2010	581 77	0	0 000	
6/1/2009	International Business Machs Corp	120	12,964 37									120	12,964 368	16,975
6/9/2009	International Business Machs Corp	100	10,856 82									100	10,856 820	14,146
5/22/2009	Ishares Inc ETF Canada Index Fd	1,325	28,668 63				1 325	25 68	34,021 31	5/6/2010	5,352 69	0	0 000	
6/5/2009	Ishares Inc ETF Canada Index Fd	600	13,697.52				600	25 68	15 405 88	5/6/2010	1,708.36	0	0 000	
7/15/2010	Ishares Inc ETF MSCI Germany Index Fd	0	0 00	1,400	20 69	28 966 00						1,400	28,966 000	31,542
7/26/2010	Ishares Inc ETF MSCI Germany Index Fd	0	0 00	1 400	20 86	29 204 00						1,400	29,204 000	31,542
8/4/2009	Ishares Silver Trust ETF	1,700	24,751 83				1,700	16 02	27 240 62	2/3/2010	2 488 79	0	0 000	
4/15/2009	Ishares TR MSCI Emerging Mkts Index Fund ETF	650	18,124 21				650	42 24	27 455 65	1/12/2010	9,331 44	0	0 000	
4/15/2010	Ishares TR Russell 2000 Index Fd ETF	0	0 00	425	72 40	30 769 32	425	70 88	30 123 49	5/4/2010	(645.83)	0	0 000	
4/9/2010	ITAU Unibanco Banco Holding	0	0 00	1,900	22 64	43 013 72	1,900	19 49	37 029 04	5/6/2010	(5,984 68)	0	0 000	
8/17/2010	ITAU Unibanco Banco Holding	0	0 00	1,300	21 84	28 397 20						1,300	28,397 200	30,329
2/2/2010	JM Smucker Co/The-New Com Wi	0	0 00	620	61 95	38 408 75						620	38,408 750	39,215
2/22/2010	Johnson Controls Inc	0	0 00	1,400	30 68	42 945 70	1,400	27 43	38,406 52	5/20/2010	(4,539 18)	0	0 000	
8/9/2010	Johnson & Johnson	0	0 00	935	60 22	56 310 19	935	57 85	54,088 18	8/26/2010	(2,222 01)	0	0 000	
5/29/2009	JPMorgan Chase & Co	700	25,218 48				700	40 89	28,625 34	12/10/2009	3,406 86	0	0 000	
5/29/2009	JPMorgan Chase & Co	100	3,602 64				100	37 03	3 703 40	2/5/2010	100 76	0	0 000	
8/12/2009	JPMorgan Chase & Co	200	8 400 00				200	37 03	7 406 80	2/5/2010	(993 20)	0	0 000	
9/8/2009	JPMorgan Chase & Co	300	12,734 58				300	37 03	11 110 21	2/5/2010	(1,624 38)	0	0 000	
8/10/2010	JPMorgan Chase & Co	0	0 00	60,000	1 00	59 802 00						60,000	59,802 000	59,206
6/11/2010	Kimberly-Clark Corp	0	0 00	650	61 76	40 145 11						650	40,145 110	40,229
7/13/2009	Kinder Morgan Management LLC	1,100 000	44,312 68									1,100 000	44,312 680	70,389
7/13/2009	Kinder Morgan Management LLC (Stk Split 8-14-09)	24	966 82									24 000	966.820	1,536
7/13/2009	Kinder Morgan Management LLC (Stk Split 11 13-09)	23 932	964 08									23 932	964 080	1,531
7/13/2009	Kinder Morgan Management LLC (Stk Split 02 12-10)		848 71	21 068	40 28							21 068	848 710	1,348
7/13/2009	Kinder Morgan Management LLC (Stk Split 02 12 10)		3 78	0 089	42 47		0 089	56 85	5 06	2/17/2010	1 28	0 000	0 000	
7/13/2009	Kinder Morgan Management LLC (Stk Split 05 14 10)		805 69	20 000	40 28							20 000	805 690	1,280
7/13/2009	Kinder Morgan Management LLC (Stk Split 05 14 10)		36 83	0 882	41 76		0 882	52 41	46 23	5/20/2010	9 40	0 000	0 000	
7/13/2009	Kinder Morgan Management LLC (Stk Split 08-13 10)		845 97	21 000	40 28							21 000	845 970	1,344
7/13/2009	Kinder Morgan Management LLC (Stk Split 08-13 10)		32 88	0 802	41 00		0 802	59 23	47 50	8/16/2010	14 62	0 000	0 000	
7/13/2009	Kinder Morgan Management LLC (Stk Split 11 12-10)		845 97	21 000	40 28							21 000	845 970	1 344

STATEMENT 15

Charitable Foundation Division

SECURITIES SCHEDULE

Mills Foundation, Inc. - ID# 13-2622775
For the Year Ended 11/30/10

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period: Shares or Units	Inventory Beginning of Period: Cost or Acquisition Value	Purchases or Other Acquisitions: Number Share or Units	Purchases or Other Acquisitions: Cost / Share or Unit	Purchases or Other Acquisitions: Gross Cost	Sales or Other Dispositions: No of Shares or Units	Sales or Other Dispositions: Price / Share or Unit	Sales or Other Dispositions: Gross Selling Price	Date Sold (Trade Date)	Amount Gain or (Loss)	Inventory End of Period: No Shares or Units	Inventory End of Period: Cost or Acquisition Value	Market Value
7/13/2009	Kinder Morgan Management LLC (Stk Split 11-12-10)		23 81	0 591	40 29		0 591	62 89	37 17	11/24/2010	13 36	0 000	0 000	
9/3/2009	Kohls Corp	400	21,359 76				400	51 25	20,501 25	1/12/2010	(858 51)	0	0 000	
3/8/2010	L3 Communications Hldgs Inc	0	0 00	500	92 30	46 151 65	500	87 15	43,574 21	5/17/2010	(2,577 44)	0	0 000	
12/23/2009	MasterCard Inc Cl A	0	0 00	150	256 91	38,535 98	150	247 62	37,142 45	3/17/2010	(1,393 53)	0	0 000	
6/9/2009	McAfee Inc	600	24,393 60				600	38 00	22,798 27	2/3/2010	(1,595 33)	0	0 000	
1/24/2008	Mc Donalds Corp	300	16,162 65									300	16,162 650	23,490
6/1/2009	Mc Donalds Corp	400	23,962 68									400	23,962 680	31,320
12/29/2009	Mead Johnson Nutrition Co	0	0 00	860	44 77	38,500 57						860	38,500 570	51,230
7/15/2009	Microsoft Corp	1,600	38,127 04				1,600	25 73	41,167 30	6/4/2010	3,040 26	0	0 000	
10/19/2009	Millicom Intl Cellular S A Sedol 2418128	100	7,766 47				100	88 57	8,856 85	11/29/2010	1 090 38	0	0 000	
10/19/2009	Millicom Intl Cellular S A Sedol 2418129	250	19,416 18									250	19,416 179	21,695
11/16/2009	Millicom Intl Cellular S A Sedol 2418128	100	7,359 20									100	7,359 200	8,678
6/7/2010	Molson Coors Brewing Company	0	0 00	975	42 53	41 467 34						975	41,467 340	46,459
10/27/2010	Mosaic Co	0	0 00	650	69 98	45,489 21						650	45,489 210	43,960
9/16/2010	Nike Inc Class B	0	0 00	375	76 33	28 623 11						375	28,623 110	32,299
8/26/2010	Novartis AG	0	0 00	1,075	50 90	54 722 34						1,075	54,722 340	57,416
9/9/2009	Nucor Corp	400	18,369.84				400	42 34	16,934 28	12/11/2009	(1,435 56)	0	0 000	
9/17/2009	Nucor Corp	400	20,142 20				400	42 34	16,934 28	12/11/2009	(3,207 92)	0	0 000	
4/5/2010	Occidental Petroleum Corp	0	0 00	350 0	88 36	30 927 61						350	30 927 610	30,860
4/26/2010	Occidental Petroleum Corp	0	0 00	350 0	88 27	30,896 15						350	30,896 150	30,860
4/9/2010	Oracle Corp	0	0 00	475 0	25.88	12,293 90	475 0	21 30	10 117 56	6/8/2010	(2,176 34)	0	0 000	
4/9/2010	Oracle Corp	0	0 00	1,225 0	25 88	31 705 33	1,225 0	22 34	27,372 53	6/24/2010	(4,332 80)	0	0 000	
2/3/2010	Pfizer Inc	0	0 00	2,300	18 62	42,826 00	2,300 0	15 22	35,004 25	6/18/2010	(7,821 75)	0	0 000	
3/12/2008	PIMCO Real Return Fund Cl C Fund #210	#########	250,000 00									21,477 663	250 000 000	248,926
12/10/2008	PIMCO Real Return Fund Cl C Fund #210	923	8,399 91									923 067	8 399 910	10,698
7/27/2010	PPG Industries Inc	0	0 00	625	69 06	43 161 25						625	43 161 250	48,725
9/16/2009	Praxair Inc	100	7,831 25				100	77 02	7,701 86	5/19/2010	(129 39)	0	0 000	
9/16/2009	Praxair Inc	400	31,325 00									400	31,325 000	36,820
9/17/2009	Praxair Inc	200	16,020 00									200	16,020 000	18,410
5/13/2010	Priceline com Inc	0	0 00	135	217 85	29 409 66	135	292 55	39 494 20	8/24/2010	10,084.54	0	0 000	
4/28/2009	Qualcomm, Inc	900	38,233 17				900	38 34	34,501 72	4/28/2010	(3,731 45)	0	0 000	
3/8/2007	Questar (stock split 6-19-07) (QEP Resources)	375	15,794 04				375	33 74	12,652 66	11/5/2010	(3,141 38)	0	0 000	
6/2/2009	Royal BK CDA Montreal Que	625	25,961 50									625	25,961 500	33,494
6/9/2010	Salesforce com	0	0 00	290	89 82	26 046 87	290	109 78	31 836 15	8/31/2010	5 789 28	0	0 000	
11/1/2010	Sanofi-Aventis	0	0 00	1 000	35 09	35,087 90	1 000	30 90	30,898 67	11/29/2010	(4,189 23)	0	0 000	
12/2/2009	Sector Spdr Tr	0	0 00	1 040	30 64	31,863 41	1 040	31 40	32,655 02	10/27/2010	791 61	0	0 000	
12/2/2009	Sector Spdr Tr	0	0 00	635	30 64	19 455 07	635	30 67	19 477 28	11/30/2010	22 22	0	0 000	
12/7/2009	Sector Spdr Tr	0	0 00	790	31 06	24,540.56	790	30 67	24,231.58	11/30/2010	(308 98)	0	0 000	
12/23/1998	SerMed Industries Inc	15 000	17,500 00									15,000	17,500 000	0
2/3/2010	Sherwin Williams Co	0	0 00	50,000	1 00	50,178 00						50,000	50,178 000	52,285
5/20/2008	SPDR Gold Trust formerly Streettracks Gold Trust 5 27-8	935	85,215 90				935	108 81	101 737 65	2/2/2010	16,521 75	0	0 000	
10/8/2008	SPDR Gold Trust ETF	1,310	117,146 75				1,310	108 81	142,541.51	2/2/2010	25,394 76	0	0 000	
10/8/2008	SPDR Gold Trust ETF	1,155	103,285.88				1 155	109.39	126,344 42	2/2/2010	23,058 55	0	0 000	
10/8/2008	SPDR Gold Trust ETF	2,535	226,692 38									2,535	226,692 375	343,290
1/22/2009	SPDR Gold Trust ETF	800	67,577 12									800	67,577 120	108,336
4/13/2010	Templeton Global Bond Fund	0	0 00	########	13 50	100,000 00						7,407 407	100,000 000	99,481
3/1/2010	TJX Companies Inc	0	0 00	225	41 42	9,319 48	225	40 01	9,002 77	8/31/2010	(316 71)	0	0 000	
3/1/2010	TJX Companies Inc	0	0 00	475	41 42	19 674 45	475	45 92	21,813 34	11/9/2010	2,138 89	0	0 000	
2/3/2010	Tortoise Energy Infrastructure	0	0 00	1,200	29 99	35,988 84	1,200	36 97	44,363 36	11/17/2010	8,374 52	0	0 000	
2/3/2010	Tortoise Energy Infrastructure	0	0 00	1,300	29 99	38,987 91						1,300	38,987 910	47,125
8/13/2009	The Travelers Cos Inc	550	25,998 23									550	25,998 230	29,695
4/22/2010	Tyco Electronics Ltd	0	0 00	775	29 04	22,505 31	775	25 97	20,127 95	6/29/2010	(2,377 36)	0	0 000	
4/23/2010	Tyco Electronics Ltd	0	0 00	775	29 04	22,505 31	775	24 61	19 073 35	7/1/2010	(3,431 96)	0	0 000	
4/9/2010	Union Pacific Corp	0	0 00	300	75 35	22 605 21	300	72 46	21,737 63	5/19/2010	(867 58)	0	0 000	
4/9/2010	Union Pacific Corp	0	0 00	165	75 35	12,432 87	165	69 11	11,403 91	5/21/2010	(1 028 96)	0	0 000	
4/9/2010	Union Pacific Corp	0	0 00	405	75 35	30,517 03	405	69 03	27,959 02	7/7/2010	(2,558 01)	0	0 000	
2/23/2006	United Technologies Corp	200	11,745 36				200	70 25	14,050 14	5/17/2010	2 304 78	0	0 000	
9/8/2009	United Technologies Corp	150	9 014 60				150	70 25	10,537 61	5/17/2010	1,523 01	0	0 000	
9/8/2009	United Technologies Corp	50	3,004 86									50	3,004 860	3,764
11/9/2009	United Technologies Corp	350	23,014 74									350	23,014 740	26 345
9/13/2010	Vanguard Emerging Markets	0	0 00	1,650	43 79	72,250 37						1,650	72,250 370	75,141
11/10/2009	Verizon Communications Inc	1,000	30,289 00				1,000	29 61	29 611 89	4/15/2010	(677 11)	0	0 000	
3/17/2010	Visa Inc - Class A Shares	0	0 00	405	91 73	37,151 14	405	70 89	28,709 96	5/19/2010	(8,441 18)	0	0 000	
6/24/2010	Vodafone Group Plc	0	0 00	1,275	21 58	27,511 82						1,275	27 511 820	31,952
8/18/2010	Vodafone Group Plc	0	0 00	1,000	24 09	24 091 00						1,000	24,091 000	25,060
6/18/2010	Wal-mart Stores Inc	0	0 00	680	51 84	35,252.83						680	35,252 830	36,781
3/4/2010	Wilmington Trust Corp	0	0 00	30,000	0 95	28,367 50	30,000	0 97	29,100 00	10/14/2010	712 50	0	0 000	
11/9/2010	Yum! Brands Inc	0	0 00	425	51 40	21,844 02						425	21,844 020	21[illegible]

STATEMENT 15

Mills Foundation, Inc - ID# 13-2622775
For the Year Ended 11/30/10

Charitable Foundation Division

SECURITIES SCHEDULE

Date Acquired (Trade Date)	Type and name of Security	Inventory Beginning of Period: Shares or Units	Inventory Beginning of Period: Cost or Acquisition Value	Purchases or Other Acquisitions: Number Share or Units	Purchases or Other Acquisitions: Cost / Share or Unit	Purchases or Other Acquisitions: Gross Cost	Sales or Other Dispositions: No of Shares or Units	Sales or Other Dispositions: Price / Share or Unit	Sales or Other Dispositions: Gross Selling Price	Date Sold (Trade Date)	Amount Gain or (Loss)	Inventory End of Period: No Shares or Units	Inventory End of Period: Cost or Acquisition Value	Inventory End of Period: Market Value
Totals	of investments		1,777,954 84			2,307,091 17			1,878,165 41		50,615 63		2,257,496.23	2,587,232
US Security investments														
1/21/2003	U S Treasury - Inflation Index Due 1/15/12	200,000	235,840 10				200 000	1 31	261,068 98	5/7/2010	25,228 88	0	0 00	
8/14/2009	U S Treasury Notes 1 75% Due 08/15/2012	100,000	100,390 63									100,000	100 390 63	102,250
1/22/2007	U S Treasury Notes Due 4 625% 12/31/11	100,000	99,453 13									100,000	99 453 13	104,625
8/14/2009	U S Treasury Notes 01 000% Due 07/31/2011	100,000	99,921.88									100,000	99,921 88	100,500
5/7/2010	U S Treasury - Inflation Protection Secs 02.375% Due 01/15/2025	0	0 00	125,000	1 33	166,353 68						125,000	166,353 68	168,581
Total US Security Investments			535,605 74			166,353 68							466,119 32	475,956
Investments Corporate Bonds														
12/10/2008	Burlington Res Fin Co GTD NT 06 680% Due 02/15/2011	50,000	51,493.22				50,000	1 03	51,657 35	8/3/2010	164 13	0	0 00	
2/13/2009	Cisco Systems, Inc SR unsec 04 950% Due 02/15/2019	50,000	50,380 34									50,000	50,380 34	56,186
11/14/2008	Genentech Inc Sr Nts 4 4% due 7-15-10	50,000	49,918 00				50,000	1 00	50,000 00	7/15/2010	82 00	0	0 00	
1/12/2009	Goldman Sachs Group Inc PI D 0 0% Series A Callable 04/25/2010	1,200	16 068.36				1 200	21 76	26,115 39	4/16/2010	10,047 03	0	0 00	
2/18/2009	Procter & Gamble Comp NTS 04 700% Due 02/15/2019	50,000	50,311 00				50,000	1 03	51,687 50	4/26/2010	1,376.50	0	0 00	
9/10/2010	Sara Lee Corp Due 09/15/2020	0	0 00	40,000	1 00	39,918 00						40,000	39,918 00	39 931
11/10/2008	Wal-Mart Stores Inc SR Notes 4 25% due 4 15 13	55,000	54,725 00									55,000	54,725 00	59,269
Total corporate bond investments			272,895 92			39,918 00							145,023 34	155,386
Partnership interests														
11/24/2008	Enterprise Prods Partners LP Com Unit	3,175	51,921 87				3,175	35 80	113,691 43	2/22/2010	61,769 56	0	0 00	
10/21/2008	Kinder Morgan Energy Partners LP Unit LTD Ptr Int	3,600	165,983 64				3,600	73 40	264,282 99	2/22/2010	98,299 35	0	0 00	
Total partnership interest			217,905.51			0 00			377,974 42				0 00	0
	PNC Advisors / Cash		0 00										0 00	
Various	PNC Advisors - Blackrock Money Market		153,856.88			1,166,762 28			1,231,294 00				89,325 16	89,325
Various	PNC Bank - Checking		50,330 00										35,102 78	35,103
Various	Total Merrill LMA Account - MMF		0 00										0 00	0
11-29 & 30	2010 stock sold end of year receivable		0 00										83,464 38	83,464
3/1/1980	Amwell Valley Land	4	10 000 00									4	10,000 00	10,000 00
7/18/2003	Painting - "Mallwyd Ned" by Thomas Blinks (English Setter)		140,000 00										140,000 00	140,000
TOTALS			3,158,548.89			3,680,125.13			3,927,963 05		247,583 08		3,226,531 21	3,576,466

less money market	(1,231,294 00)
gross sales	2,696,669 05
Net capital gain (loss)	247,583

actual sales	3 975 926 05
CY partnership loss	(42 405 00)
partnership distribution	(5 558 00)
investment decrease amt	3 927,963 05

STATEMENT 15