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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
2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
W PAUL MILLS & THORA J MILLS MEMORIAL
FOUNDATION 14079-00

A Employer identification number
37-1432256

Number and street (or P O box number if mail is not delivered to street address)
FIRSTMERIT BANK 106 S MAIN ST16TH
FL

Room/suite

B Telephone number (see page 10 of the instructions)
(330) 384-7301

City or town, state, and ZIP code
AKRON, OH 44308

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 ☐

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

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 ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)**\$** 1,367,351

J Accounting method ☒ 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) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	36,070	36,070		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-21,585			
	b Gross sales price for all assets on line 6a <u>531,308</u>				
	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				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	57	57		
	12 Total. Add lines 1 through 11	14,542	36,127		
	13 Compensation of officers, directors, trustees, etc	21,154	21,154		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,138	1,138		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	609	0		609
	24 Total operating and administrative expenses. Add lines 13 through 23	22,901	22,292		609
	25 Contributions, gifts, grants paid	62,000			62,000
	26 Total expenses and disbursements. Add lines 24 and 25	84,901	22,292		62,609
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		-70,359			
b Net investment income (if negative, enter -0-)			13,835		
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	11,072	67,754	67,754
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	332,188	<input checked="" type="checkbox"/> 281,696	288,453
	b	Investments—corporate stock (attach schedule)	793,765	<input checked="" type="checkbox"/> 724,408	877,789
	c	Investments—corporate bonds (attach schedule).	132,257	<input checked="" type="checkbox"/> 125,065	133,355
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,269,282	1,198,923	1,367,351	
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 (attach schedule)			
	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"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,269,282	1,198,923	
	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 (see page 17 of the instructions)	1,269,282	1,198,923	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,269,282	1,198,923		

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)	11,269,282
2	Enter amount from Part I, line 27a	-70,359
3	Other increases not included in line 2 (itemize) ▶ _____	0
4	Add lines 1, 2, and 3	1,198,923
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,198,923

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	See Additional Data Table				
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	See Additional Data Table				
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table				
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	-21,585
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	

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 page 18 of the instructions before making any entries				
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))	
2009	70,857	1,240,917	0 057101	
2008	79,904	1,424,718	0 056084	
2007	75,985	1,616,381	0 047009	
2006	75,647	1,553,550	0 048693	
2005	77,184	1,540,875	0 050091	
2	Total of line 1, column (d).		2	0 258978
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0 051796
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		4	1,302,702
5	Multiply line 4 by line 3.		5	67,475
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	138
7	Add lines 5 and 6.		7	67,613
8	Enter qualifying distributions from Part XII, line 4.		8	62,609
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 on page 18				

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	277
cAll other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3Add lines 1 and 2.		3	277
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	277
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	222
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	
7Total credits and payments. Add lines 6a through 6d.		7	222
8Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	55
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.		1a1b	NoNo
cDid the foundation file Form 1120-POL for this year?		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2Has 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	No
3Has 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	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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	Yes
7Did 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	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> OH			
bIf 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	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of FIRSTMERIT BANK NA Telephone no (330) 384-7301 Located at 106 S MAIN ST 5TH FL AKRON OH ZIP+4 44308			
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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
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 page 20 of the instructions).	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 20 , 20 , 20 , 20			
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 2010 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 2010.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2010?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIRSTMERIT BANK NA	TRUSTEE	21,154	0	0
106 S MAIN ST 5TH FL AKRON, OH 44308	1 00			
JOSEPH GIBSON ESQ	TRUSTEE	0	0	0
1739 KARG DR AKRON, OH 44313	1 00			
RONALD B TYNAN SR	TRUSTEE	0	0	0
106 S MAIN ST STE 1600 AKRON, OH 44308	1 00			
REV DR MARK T RUPPERT	TRUSTEE	0	0	0
647 E MARKET ST AKRON, OH 44304	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,211,758
b	Average of monthly cash balances.	1b	110,782
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,322,540
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	1,322,540
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	19,838
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,302,702
6	Minimum investment return. Enter 5% of line 5.	6	65,135

Part XI

Distributable Amount (see page 25 of the 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	65,135
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	277
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	277
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	64,858
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	64,858
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	64,858

Part XII

Qualifying Distributions (see page 25 of the 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	62,609
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	62,609
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	62,609
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 61,537			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 62,609			
a	Applied to 2009, but not more than line 2a 61,537			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d	Applied to 2010 distributable amount. 1,072			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2010 0			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5 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 page 27 of the instructions . . . 0			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 63,786			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). 0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). 0			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a. 0			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

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

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 page 28 of the 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

BRENDA MOUBRAY
FIRSTMERIT BANK 106 S MAIN ST 16TH
FL
AKRON, OH 44308
(330) 384-7301

b

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

NO SPECIFIC FORMAT, MUST BE SUBMITTED IN WRITING

c

Any submission deadlines

NONE

d

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

GRANTS ARE GENERALLY RESTRICTED TO AKRON AND SUMMIT COUNTY 501(C)(3) ORGANIZATIONS

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	62,000
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

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.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

1a(1)

1a(2)

1b(1)

1b(2)

1b(3)

1b(4)

1b(5)

1b(6)

1c

Yes

No

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

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

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.

2011-05-04

Signature of officer or trustee

Date

Title

Paid Preparer's Use Only

Preparer's Signature

LAURA B CULP

Date

Check if self-employed

PTIN

Firm's name

BROCKMAN COATS GEDELIAN & CO

Firm's EIN

Firm's address

1735 MERRIMAN ROAD

AKRON, OH 443139007

Phone no (330) 864-6661

Form 990-PF (2010)

Additional Data

Software ID:

Software Version:

EIN: 37-1432256

Name: W PAUL MILLS & THORA J MILLS MEMORIAL
FOUNDATION 14079-00

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	70 SHS CHARLES SCHWAB CORP	P	2008-08-01	2010-01-15
B	10 SHS CHARLES SCHWAB CORP	P	2009-06-29	2010-01-15
C	362 SHS CHARLES SCHWAB CORP	P	2006-10-12	2010-01-15
D	30 SHS ABBOTT LABS	P	2009-06-29	2010-02-11
E	10 SHS APPLE INC	P	2007-11-29	2010-02-11
F	55 SHS BAXTER INTL INC	P	2009-06-29	2010-02-11
G	5 SHS BAXTER INTL INC	P	2006-08-17	2010-02-11
H	70 SHS DISNEY WALT CO NEW	P	2007-11-21	2010-02-11
I	10 SHS EMERSON ELEC CO	P	2009-06-29	2010-02-11
J	20 SHS EMERSON ELEC CO	P	2003-05-12	2010-02-11
K	10 SHS GENERAL ELECTRIC CORP	P	2001-07-12	2010-02-11
L	20 SHS HEWLETT PACKARD CO	P	2009-09-01	2010-02-11
M	70 SHS INTEL CORP	P	2008-05-20	2010-02-11
N	10 SHS MCDONALDS CORP	P	2008-08-01	2010-02-11
O	10 SHS HOME DEPOT INC	P	2009-06-29	2010-02-11
P	10 SHS UNITED TECHNOLOGIES CORP	P	2009-06-15	2010-02-11
Q	10 SHS ECOLAB INC	P	2009-06-29	2010-02-11
R	10 SHS ECOLAB INC	P	2009-04-17	2010-02-11
S	30 SHS MICROSOFT CORP	P	2009-07-24	2010-02-11
T	35 SHS CISCO SYSTEMS INC	P	2009-06-29	2010-02-11
U	45 SHS CISCO SYSTEMS INC	P	2002-08-15	2010-02-11
V	20 SHS NIKE INC-CLASS B	P	2009-06-29	2010-02-11
W	20 SHS WELLS FARGO & CO	P	2009-07-14	2010-02-11
X	10 SHS GILEAD SCIENCES INC	P	2007-08-24	2010-02-11
Y	10 SHS VERIZON COMMUNICATIONS	P	2006-12-12	2010-02-11
Z	10 SHS FLUOR CORP NEW	P	2009-10-09	2010-02-11
AA	30 SHS XTO ENERGY INC	P	2008-05-19	2010-02-11
AB	340 SHS ISHARES MSCI EAFE INDEX FUND	P	2008-07-01	2010-02-11
AC	90 SHS ISHARES S&P SMALLCAP 600	P	2008-08-01	2010-02-11
AD	140 SHS ISHARES RUSSELL MIDCAP INDEX FUND	P	2008-07-01	2010-02-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	30 SHS CAMERON INTERNATIONAL CORP	P	2008-08-01	2010-02-11
AF	5 SHS VANGUARD MSCI EMERGING MARKETS ETF	P	2008-07-01	2010-02-11
AG	135 SHS VANGUARD MSCI EMERGING MARKETS ETF	P	2008-07-01	2010-02-11
AH	30 SHS SPDR DJ WILSHIRE INTL REAL ESTATE	P	2008-08-01	2010-02-11
AI	45 SHS VANGUARD MATERIALS ETF	P	2009-06-29	2010-02-11
AJ	155 SHS VANGUARD MATERIALS ETF	P	2009-05-05	2010-02-11
AK	20 SHS COVIDIEN PLC	P	2009-02-02	2010-02-11
AL	345 SHS DISNEY WALT CO NEW	P	2007-11-21	2010-03-10
AM	40 SHS DISNEY WALT CO NEW	P	2009-06-29	2010-03-10
AN	30 SHS VERIZON COMMUNICATIONS	P	2008-08-01	2010-03-10
AO	233 SHS VERIZON COMMUNICATIONS	P	2006-12-12	2010-03-10
AP	75 SHS XTO ENERGY INC	P	2008-05-19	2010-03-10
AQ	50000 SHS FHLB 4 375% 3/17/10	P	2005-12-08	2010-03-17
AR	40 SHS GOLDMAN SACHS GROUP INC	P	2009-05-12	2010-04-22
AS	35 SHS GOLDMAN SACHS GROUP INC	P	2010-01-15	2010-04-22
AT	10 SHS GOLDMAN SACHS GROUP INC	P	2010-02-11	2010-04-22
AU	202 SHS BAXTER INTL INC	P	2006-08-17	2010-05-17
AV	50000 SHS FFCB 3 375% 5/19/15	P	2009-05-27	2010-05-19
AW	18 SHS XTO ENERGY INC	P	2008-05-19	2010-05-26
AX	40 SHS XTO ENERGY INC	P	2008-08-01	2010-05-26
AY	115 SHS XTO ENERGY INC	P	2009-05-12	2010-05-26
AZ	35 SHS XTO ENERGY INC	P	2009-06-29	2010-05-26
BA	50 SHS THE VANGUARD GROUP INC ENERGY ETF	P	2008-07-01	2010-05-26
BB	70 SHS THE VANGUARD GROUP INC ENERGY ETF	P	2008-08-01	2010-05-26
BC	30 SHS THE VANGUARD GROUP INC ENERGY ETF	P	2009-06-29	2010-05-26
BD	10 SHS THE VANGUARD GROUP INC ENERGY ETF	P	2010-02-11	2010-05-26
BE	30 SHS APPLE INC	P	2007-11-29	2010-06-18
BF	80 SHS JOHNSON & JOHNSON	P	2003-05-12	2010-06-18
BG	15 SHS JOHNSON & JOHNSON	P	2008-08-01	2010-06-18
BH	20 SHS JOHNSON & JOHNSON	P	2010-02-11	2010-06-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	280 SHS QUALCOMM INC	P	2008-08-01	2010-06-18
BJ	5 SHS QUALCOMM INC	P	2009-06-29	2010-06-18
BK	221 SHS GILEAD SCIENCES INC	P	2007-08-24	2010-06-18
BL	50 SHS UNITED TECHNOLOGIES CORP	P	2001-07-12	2010-07-02
BM	75 SHS UNITED TECHNOLOGIES CORP	P	2009-06-15	2010-07-02
BN	70 SHS PRAXAIR INC	P	2006-08-31	2010-07-02
BO	20 SHS PRAXAIR INC	P	2009-06-29	2010-07-02
BP	20 SHS PRAXAIR INC	P	2010-02-11	2010-07-02
BQ	10 SHS GOOGLE INC - CL A	P	2006-06-15	2010-07-02
BR	5 SHS GOOGLE INC - CL A	P	2008-07-01	2010-07-02
BS	5 SHS GOOGLE INC - CL A	P	2009-06-29	2010-07-02
BT	5 SHS GOOGLE INC - CL A	P	2009-05-05	2010-07-02
BU	85 SHS COVIDIEN PLC	P	2009-02-02	2010-07-02
BV	90 SHS COVIDIEN PLC	P	2009-06-29	2010-07-02
BW	127 SHS ECOLAB INC	P	2009-04-17	2010-07-21
BX	45 SHS CHEVRON CORPORATION	P	2001-07-12	2010-07-21
BY	40 SHS CHEVRON CORPORATION	P	2009-06-29	2010-07-21
BZ	40 SHS CHEVRON CORPORATION	P	2010-02-11	2010-07-21
CA	6000 SHS BANC ONE CORP 10 000% 8/15/10	P	2001-07-12	2010-08-15
CB	50000 SHS U S TREASURY NOTES 5 750% 8/15/10	P	2001-07-12	2010-08-15
CC	255 SHS NUCOR CORP	P	2009-09-01	2010-09-23
CD	30 SHS NUCOR CORP	P	2010-02-11	2010-09-23
CE	140 SHS ISHARES MSCI EAFE INDEX FUND	P	2010-06-18	2010-09-23
CF	610 SHS ISHARES MSCI EAFE INDEX FUND	P	2008-08-01	2010-09-23
CG	170 SHS ISHARES MSCI EAFE INDEX FUND	P	2008-07-01	2010-09-23
CH	135 SHS ISHARES MSCI EAFE INDEX FUND	P	2009-06-29	2010-09-23
CI	20 SHS AUTOMATIC DATA PROCESSING INC	P	2009-06-29	2010-09-30
CJ	297 SHS AUTOMATIC DATA PROCESSING INC	P	2002-08-06	2010-09-30
CK	265 SHS MEDTRONIC INC	P	2010-03-10	2010-10-26
CL	510 SHS WELLS FARGO & CO	P	2009-07-14	2010-11-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CM	335 SHS JP MORGAN CHASE & CO	P	2008-04-08	2010-11-16
CN	50 SHS JP MORGAN CHASE & CO	P	2008-08-01	2010-11-16
CO	20 SHS JP MORGAN CHASE & CO	P	2009-06-29	2010-11-16
CP	30 SHS JP MORGAN CHASE & CO	P	2010-02-11	2010-11-16
CQ	5 SHS NIKE INC-CLASS B	P	2009-06-29	2010-12-09
CR	75 SHS NIKE INC-CLASS B	P	2009-05-12	2010-12-09
CS	240 SHS RAYTHEON COMPANY	P	2010-04-22	2010-12-09
CT	CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	1,322		1,565	-243
B	189		180	9
C	6,838		6,432	406
D	1,605		1,432	173
E	1,983		1,838	145
F	3,080		2,904	176
G	280		216	64
H	2,110		2,213	-103
I	462		335	127
J	923		492	431
K	156		463	-307
L	971		884	87
M	1,408		1,692	-284
N	637		606	31
O	289		240	49
P	664		547	117
Q	417		392	25
R	417		376	41
S	844		698	146
T	835		668	167
U	1,074		653	421
V	1,260		1,039	221
W	540		487	53
X	469		370	99
Y	290		355	-65
Z	444		488	-44
AA	1,365		2,049	-684
AB	17,670		22,905	-5,235
AC	4,761		5,543	-782
AD	11,259		13,272	-2,013

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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 E	1,212		1,438	-226
A F	193		229	-36
A G	5,204		6,148	-944
A H	1,002		1,393	-391
A I	2,864		2,382	482
A J	9,864		8,313	1,551
A K	990		765	225
A L	11,487		10,907	580
A M	1,332		954	378
A N	891		1,040	-149
A O	6,916		8,267	-1,351
A P	3,551		5,122	-1,571
A Q	50,000		49,480	520
A R	6,349		5,369	980
A S	5,555		5,824	-269
A T	1,587		1,539	48
A U	8,721		8,709	12
A V	50,000		49,960	40
A W	761		1,229	-468
A X	1,691		1,927	-236
A Y	4,862		4,849	13
A Z	1,480		1,338	142
B A	3,812		6,473	-2,661
B B	5,337		7,767	-2,430
B C	2,287		2,118	169
B D	762		810	-48
B E	8,195		5,515	2,680
B F	4,726		4,457	269
B G	886		1,033	-147
B H	1,182		1,261	-79

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	10,003		15,431	-5,428
BJ	179		231	-52
BK	7,971		8,175	-204
BL	3,209		1,835	1,374
BM	4,813		4,099	714
BN	5,367		4,019	1,348
BO	1,533		1,452	81
BP	1,533		1,525	8
BQ	4,385		3,911	474
BR	2,193		2,672	-479
BS	2,193		2,126	67
BT	2,193		2,010	183
BU	3,368		3,251	117
BV	3,566		3,373	193
BW	6,099		4,775	1,324
BX	3,258		1,930	1,328
BY	2,896		2,679	217
BZ	2,896		2,881	15
CA	6,000		7,192	-1,192
CB	50,000		51,797	-1,797
CC	9,459		11,226	-1,767
CD	1,113		1,228	-115
CE	7,564		7,104	460
CF	32,956		40,048	-7,092
CG	9,184		11,452	-2,268
CH	7,294		6,272	1,022
CI	842		708	134
CJ	12,511		9,866	2,645
CK	9,523		11,864	-2,341
CL	13,775		12,428	1,347

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
CM	13,162		15,157	-1,995
CN	1,964		2,025	-61
CO	786		693	93
CP	1,179		1,170	9
CQ	438		260	178
CR	6,566		3,815	2,751
CS	11,009		14,263	-3,254
CT	67			67

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				-243
B				9
C				406
D				173
E				145
F				176
G				64
H				-103
I				127
J				431
K				-307
L				87
M				-284
N				31
O				49
P				117
Q				25
R				41
S				146
T				167
U				421
V				221
W				53
X				99
Y				-65
Z				-44
AA				-684
AB				-5,235
AC				-782
AD				-2,013

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
AE				-226
AF				-36
AG				-944
AH				-391
AI				482
AJ				1,551
AK				225
AL				580
AM				378
AN				-149
AO				-1,351
AP				-1,571
AQ				520
AR				980
AS				-269
AT				48
AU				12
AV				40
AW				-468
AX				-236
AY				13
AZ				142
BA				-2,661
BB				-2,430
BC				169
BD				-48
BE				2,680
BF				269
BG				-147
BH				-79

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI				-5,428
BJ				-52
BK				-204
BL				1,374
BM				714
BN				1,348
BO				81
BP				8
BQ				474
BR				-479
BS				67
BT				183
BU				117
BV				193
BW				1,324
BX				1,328
BY				217
BZ				15
CA				-1,192
CB				-1,797
CC				-1,767
CD				-115
CE				460
CF				-7,092
CG				-2,268
CH				1,022
CI				134
CJ				2,645
CK				-2,341
CL				1,347

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	
(k) Excess of col (i) over col (j), if any			
CM			-1,995
CN			-61
CO			93
CP			9
CQ			178
CR			2,751
CS			-3,254
CT			67

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACCESS 230 W MARKET STREET AKRON, OH 44303			GENERAL SUPPORT	1,000
AKRON-CANTON REGIONAL FOODBANK 350 OPPORTUNITY PARKWAY AKRON, OH 44307			GENERAL SUPPORT	6,000
AMERICAN RED CROSS OF SUMMIT & PORTAGE COUNTIES 501 WEST MARKET STREET AKRON, OH 44303			CIVIC	500
BEACON JOURNAL CHARITY FUND 333 SOUTH MAIN STREET SUITE 319 AKRON, OH 44308			CIVIC	2,000
BOYS & GIRLS CLUB OF THE WESTERN RESERVE 889 JONATHAN AVENUE AKRON, OH 44306			EDUCATIONAL	2,000
CASA BOARD VOLUNTEER ASSOCIATION 650 DAN STREET AKRO, OH 44311			CIVIC	1,000
CENTRAL SUMMIT COUNTY CHORAL SOCIETY 715 E BUCHTEL AVENUE AKRON, OH 44305			GENERAL SUPPORT	500
CHILDREN'S CONCERT SOCIETY OF AKRON THE UNIVERSITY OF AKRON AKRON, OH 44325			GENERAL SUPPORT	500
CHILDREN'S HOSPITAL MEDICAL CENTER OF AKRON ONE PERKINS SQUARE AKRON, OH 44308			CIVIC	1,000
COMMUNITY DRUG BOARD COMMUNITY HEALTH CENTER 725 EAST MARKET STREET AKRON, OH 44305			FACILITIES	1,000
COMMUNITY OUTREACH RESOURCES EXCHANGE CORE FURNITURE BANK 2900 STATE ROAD UNIT 3 CUYAHOGA FALL, OH 44223			CIVIC	1,000
CONRAD BOTZUM FARMSTEAD PO BOX 13293 AKRO, OH 44335			CIVIC	500
CUYAHOGA VALLEY NATIONAL PARK ASSOCIATION 1403 WEST HINES HILL ROAD PENINSULA, OH 44264			EDUCATIONAL	1,000
FIRST PRESBYTERIAN CHURCH OF AKRON 647 EAST MARKET STREET AKRON, OH 44304			GENERAL SUPPORT	7,000
FRIENDS OF METRO PARKS 975 TREATY LINE RD AKRON, OH 44313			EDUCATIONAL	500
Total  3a				62,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GIRL SCOUTS OF NORTH EAST OHIO ONE GIRL SCOUT WAY MACEDONIA, OH 44057			CIVIC	1,000
GOOD NEIGHBORS 1453 GOODYEAR BLVD AKRON, OH 44305			FACILITIES	1,000
GOODWILL INDUSTRIES OF AKRON INC 570 E WATERLOO ROAD AKRON, OH 44319			GENERAL SUPPORT	2,000
GREENLEAF FAMILY CENTER 212 EAST EXCHANGE STREET AKRON, OH 44304			FACILITIES	500
HABITAT FOR HUMANITY OF SUMMIT COUNTY 1177 ROSEMARY BLVD AKRON, OH 44306			GENERAL SUPPORT	2,000
HAVEN OF REST MINISTRIES PO BOX 547 AKRO, OH 44310			GENERAL SUPPORT	1,500
HOSPICE CARE OHIO 3358 RIDGEWOOD ROAD AKRON, OH 44333			GENERAL SUPPORT	500
HUMANE SOCIETY OF GREATER AKRON 7996 DARROW ROAD TWINSBURG, OH 44087			CIVIC	500
JUNIOR ACHIEVEMENT OF NORTH CENTRAL OHIO PO BOX 26006 AKRO, OH 44319			EDUCATIONAL	1,000
MENTAL HEALTH AMERICA OF SUMMIT COUNTY 20 OLIVE STREET SUITE 404 AKRON, OH 44310			EDUCATIONAL	1,000
MOBILE MEALS 1063 SOUTH BROADWAY STREET AKRON, OH 44313			CIVIC	3,000
NATIONAL INVENTORS HALL OF FAME FOUNDATION 221 SOUTH BROADWAY STREET AKRON, OH 44308			GENERAL SUPPORT	1,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 6155 ROCKSIDE ROAD SUITE 202 INDEPENDENCE, OH 44131			GENERAL SUPPORT	500
OPPORTUNITY PARISH ECUMENICAL NEIGHBORHOOD-MINISTRY 941 PRINCETON STREET AKRON, OH 44311			GENERAL SUPPORT	2,000
PEGASUS FARM 7490 EDISON STREET NE HARTVILLE, OH 44632			CIVIC	1,000
Total  3a				62,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
REBUILDING TOGETHER SUMMIT COUNTY 788 DONALD AVENUE AKRON, OH 44306			CIVIC	2,000
SALVATION ARMY 190 S MAPLE STREET AKRON, OH 44302			CIVIC	2,000
STAN HYWET HALL & GARDENS 714 NORTH PORTAGE PATH AKRON, OH 44308			GENERAL SUPPORT	1,000
SUMMIT COUNTY HISTORICAL SOCIEY 550 COPLEY ROAD AKRO, OH 44320			EDUCATIONAL	3,000
TUESDAY MUSICAL ASSOCIATION 198 HILL STREET AKRO, OH 44325			EDUCATIONAL	1,000
UNIVERSITY OF AKRON SCHOOL OF LAW UNIVERSITY OF AKRON AKRON, OH 44325			EDUCATIONAL	8,000
WEATHERVANE COMMUNITY PLAYHOUSE 1301 WEATHERVANE LANE AKRON, OH 44313			CIVIC	1,000
Total ▶ 3a				62,000

TY 2010 Accounting Fees Schedule

Name: W PAUL MILLS & THORA J MILLS MEMORIAL

FOUNDATION 14079-00

EIN: 37-1432256

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	1,138	1,138		0

**TY 2010 Investments Corporate
Bonds Schedule**

Name: W PAUL MILLS & THORA J MILLS MEMORIAL
FOUNDATION 14079-00

EIN: 37-1432256

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANHEUSER-BUSCH CO 4.950% 1/15/14	50,875	53,802
BANK OF AMERICA 4.875% 9/15/12	24,690	26,104
GE COMPANY CO 5.000% 2/01/13	49,500	53,449

TY 2010 Investments Corporate
Stock Schedule

Name: W PAUL MILLS & THORA J MILLS MEMORIAL
FOUNDATION 14079-00
EIN: 37-1432256

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	13,375	13,654
AMERICAN EXPRESS CO	16,202	16,310
APACHE CORP	10,778	15,142
APPLE INC	8,641	17,741
BED BATH & BEYOND INC	16,175	18,431
BOEING CO	7,516	7,179
CAMERON INTERNATIONAL CORP	8,224	14,712
CELGENE CORP	7,617	8,575
CHEVRON CORPORATION	4,161	8,851
CISCO SYSTEMS INC	9,655	13,453
COCA COLA CO	8,636	10,852
CONOCOPHILLIPS	14,518	18,047
DANAHER CORP	13,152	19,340
DU PONT E I DE NEMOURS & CO	11,832	15,463
DUKE ENERGY HOLDING CORP	10,104	13,821
ECOLAB INC	5,377	7,210
EMERSON ELEC CO	4,943	11,491
EXXON MOBIL CORPORATION	12,081	18,865
FLUOR CORP NEW	11,475	15,571
GENERAL ELECTRIC CORP	18,730	9,931
GENERAL MLS INC	12,504	14,592
GOOGLE INC - CL A	14,517	19,007
HEWLETT PACKARD CO	16,453	15,788
HOME DEPOT INC	10,730	15,952
ILLINOIS TOOL WKS INC	8,366	10,947
INTEL CORP	17,211	16,067
ISHARES RUSSELL MIDCAP INDEX FUND	54,796	61,050
ISHARES S&P SMALLCAP 600	49,037	55,461
JOHNSON & JOHNSON	10,863	12,061
KOHL'S CORP	12,440	12,498

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCDONALDS CORP	10,908	15,352
MEDCO HEALTH SOLUTIONS INC	8,022	8,271
MERCK & CO INC	11,390	11,172
MICROSOFT CORP	12,558	15,071
NIKE INC-CLASS B	7,376	12,386
OCCIDENTAL PETE CORP	12,312	15,696
ORACLE CORPORATION	12,738	13,616
PEPSICO INC	13,295	15,353
PRAXAIR INC	5,455	9,070
PROCTER & GAMBLE CO	8,983	15,118
PRUDENTIAL FINL INC	11,355	15,265
SCHLUMBERGER LTD	11,454	15,865
SPDR DJ WILSHIRE INTL REAL ESTATE	10,319	9,733
SPDR DOW JONES REIT ETF	11,118	11,899
STATE STREET CORP	13,427	16,312
T ROWE PRICE GROUP INC	11,418	19,749
UNION PAC CORP	11,465	12,972
UNITED TECHNOLOGIES CORP	3,890	8,344
VANGUARD FTSE ALL WO X-US SC	14,307	15,939
VANGUARD FTSE ALL-WORLD EX-US	54,428	58,231
VANGUARD MSCI EMERGING MARKETS ETF	39,876	46,220
YUM! BRANDS INC	8,205	8,093

**TY 2010 Investments Government
Obligations Schedule**

Name: W PAUL MILLS & THORA J MILLS MEMORIAL
FOUNDATION 14079-00

EIN: 37-1432256

US Government Securities - End of Year Book Value:	281,696
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US Government Securities - End of Year Fair Market Value:	288,453
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2010 Other Expenses Schedule

Name: W PAUL MILLS & THORA J MILLS MEMORIAL
FOUNDATION 14079-00

EIN: 37-1432256

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	49	0		49
MEETING EXPENSE	128	0		128
POSTAGE	232	0		232
OH FILING FEE	200	0		200

TY 2010 Other Income Schedule

Name: W PAUL MILLS & THORA J MILLS MEMORIAL
FOUNDATION 14079-00

EIN: 37-1432256

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
LITIGATION PROCEEDS	57	57	57