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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation ROMILL FOUNDATION C/O WILMINGTON TRUST CO A/C# 009109-007		A Employer identification number 13-6102069
Number and street (or P O box number if mail is not delivered to street address) 1100 NORTH MARKET ST. DE3-C070		B Telephone number (302)651-8571
City or town, state, and ZIP code WILMINGTON, DE 19890-0900		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,167,684.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	5,965,936.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	4,936.	4,936.		STATEMENT 1
4 Dividends and interest from securities	199,542.	199,542.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<32,780.>			
b Gross sales price for all assets on line 6a	2,621,000.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	6,137,634.	204,478.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	4,558.	3,583.		975.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	4,558.	3,583.		975.
25 Contributions, gifts, grants paid	355,386.			355,386.
26 Total expenses and disbursements. Add lines 24 and 25	359,944.	3,583.		356,361.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	5,777,690.			
b Net investment income (if negative, enter -0-)		200,895.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Operating and Administrative Expenses

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ROMILL FOUNDATION

Form 990-PF (2011)

C/O WILMINGTON TRUST CO A/C# 009109-007

13-6102069

Page 2

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	303.	2,904.	2,904.
	2 Savings and temporary cash investments	1,078,218.	1,450,852.	1,450,852.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 4	4,270,603.	9,673,130.	9,582,895.
	b Investments - corporate stock STMT 5	49,620.	49,620.	131,033.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment, basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	5,398,744.	11,176,506.	11,167,684.	
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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,398,744.	11,176,506.	
	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	5,398,744.	11,176,506.		
31 Total liabilities and net assets/fund balances	5,398,744.	11,176,506.		

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	5,398,744.
2 Enter amount from Part I, line 27a	2	5,777,690.
3 Other increases not included in line 2 (itemize) ▶ R. S. T. I. F. FUND ADJUSTMENT	3	73.
4 Add lines 1, 2, and 3	4	11,176,507.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,176,506.

ROMILL FOUNDATION

Form 990-PF (2011)

C/O WILMINGTON TRUST CO A/C# 009109-007

13-6102069

Page 3

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 2,621,000.		2,653,780.	<32,780.>

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			
b			
c			
d			
e			<32,780.>

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	<32,780.>
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))
2010	1,328,245.	5,616,807.	.236477
2009	301,535.	6,480,167.	.046532
2008	312,731.	6,573,791.	.047572
2007	315,761.	6,901,561.	.045752
2006	711,453.	7,083,972.	.100431

2 Total of line 1, column (d)	2	.476764
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	.095353
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,356,536.
5 Multiply line 4 by line 3	5	987,527.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,009.
7 Add lines 5 and 6	7	989,536.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	356,361.

ROMILL FOUNDATION

Form 990-PF (2011)

C/O WILMINGTON TRUST CO A/C# 009109-007

13-6102069

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,018.
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	4,018.
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	4,018.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,366.
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	2,366.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,652.
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Form 990-PF (2011)

ROMILL FOUNDATION

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NO WEB SITE</u>	13	X	
14	The books are in care of ► <u>WILMINGTON TRUST CO</u> Telephone no. ► <u>302-651-8571</u> Located at ► <u>1100 NORTH MARKET STREET, WILMINGTON, DE</u> ZIP+4 ► <u>19890-0900</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16		Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
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 2011?	4b	X

ROMILL FOUNDATION

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No 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? Yes No **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
JAMES F. ZAHRN P.O. BOX 1926 SPARTANBURG, SC 29304	TREASURER 1.00	0.	0.	0.
GERRISH MILLIKEN P.O. BOX 1926 SPARTANBURG, SC 29304	TRUSTEE 1.00	0.	0.	0.
JUSTINE V R RUSSELL P.O. BOX 1926 SPARTANBURG, SC 29304	TRUSTEE 1.00	0.	0.	0.
NANCY MILLIKEN P.O. BOX 1926 SPARTANBURG, SC 29304	TRUSTEE 1.00	0.	0.	0.

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**

ROMILL FOUNDATION

Form 990-PF (2011)

C/O WILMINGTON TRUST CO A/C# 009109-007

13-6102069

Page 7

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.	

Form 990-PF (2011)

ROMILL FOUNDATION

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	7,611,430.
b	Average of monthly cash balances	1b	2,902,820.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,514,250.
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	10,514,250.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	157,714.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,356,536.
6	Minimum investment return. Enter 5% of line 5	6	517,827.

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	517,827.
2a	Tax on investment income for 2011 from Part VI, line 3	2a	4,018.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,018.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	513,809.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	513,809.
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	513,809.

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	356,361.
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	356,361.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	356,361.

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.

ROMILL FOUNDATION

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				513,809.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	363,401.			
b From 2007				
c From 2008				
d From 2009				
e From 2010	1,052,429.			
f Total of lines 3a through e	1,415,830.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	356,361.			
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				356,361.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (if an amount appears in column (d), the same amount must be shown in column (a).)	157,448.			157,448.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,258,382.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
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 2006 not applied on line 5 or line 7	205,953.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,052,429.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	1,052,429.			
e Excess from 2011				

ROMILL FOUNDATION

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 2011, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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.					
3 Subtract line 2d from line 2c. Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

NONE

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

N/A

c Any submission deadlines:

N/A

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

GRANTS MADE AS SELECTED BY TRUSTEES

ROMILL FOUNDATION

Form 990-PF (2011)

C/O WILMINGTON TRUST CO A/C# 009109-007

13-6102069 Page 11

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				
ARTS PARTNERSHIP OF GREATER SPARTANBURG 200 EAST SAINT JOHN STREET SPARTANBURG, SC 29306		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	55,000.
COLLEGE OF THE ATLANTIC 105 EDEN STREET BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,500.
GROTON SCHOOL 282 FARMERS ROW, PO BOX 991 GROTON, MA 01450		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,500.
HATCHER GARDENS AND WOODLAND PRESERVE 820 JOHN B. WHITE SR. BLVD SPARTANBURG, SC 29304		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE, MI 49242		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				355,386.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

ROMILL FOUNDATION

C/O WILMINGTON TRUST CO A/C# 009109-007 13-6102069

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HUB CITY WRITERS PROJECT 186 WEST MAIN STREET SPARTANBURG, SC 29306		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
LAGRANGE ACADEMY 1501 VERNON RD LAGRANGE, GA 30240		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,500.
LAGRANGE COLLEGE 601 BROAD STREET LAGRANGE, GA 30240		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,500.
MAINE TREE FOUNDATION 153 HOSPITAL STREET PO BOX 5470 AUGUSTA, ME 04332		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	25,000.
PHILADELPHIA UNIVERSITY 4201 HENRY AVE PHILADELPHIA, PA 19144		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,500.
ROCKEND ART BARN ROCK END ROAD NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	8,500.
ROSE-HULMAN INSTITUTE OF TECHNOLOGY 5500 WABASH AVENUE TERRE HAUTE, IN 47803		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,500.
ROXBURY LATIN SCHOOL 101 ST. THERESA AVE WEST ROXBURY, MA 02132		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,500.
SPARTANBURG DAY SCHOOL 1701 SKYLN DRIVE SPARTANBURG, SC 29307		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	208,386.
SPARTANBURG METHODIST COLLEGE 1000 POWELL MILL ROAD SPARTANBURG, SC 29301		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,500.
Total from continuation sheets				289,386.

RECEIVED
PHILADELPHIA UNIVERSITY
COB SEC 11/15/11
509(A) CHARITIES

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

ROMILL FOUNDATION
C/O WILMINGTON TRUST CO A/C# 009109-007

Employer identification number

13-6102069

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization ROMILL FOUNDATION C/O WILMINGTON TRUST CO A/C# 009109-007	Employer identification number 13-6102069
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROGER MILLIKEN, ESTATE OF P O BOX 1926 SPARTANBURG, SC 29304	\$ 5,965,936.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

SOURCE	AMOUNT
RESTRICTED SHORT TERM INVESTMENT FUND CORPORATE INTEREST	456.
RESTRICTED SHORT TERM INVESTMENT FUND US GOVT INTEREST	4,480.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,936.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STOCK DIVIDENDS	2,305.	0.	2,305.
U.S. TREASURY NOTES	197,237.	0.	197,237.
TOTAL TO FM 990-PF, PART I, LN 4	199,542.	0.	199,542.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILMINGTON TRUST COMPANY CUSTODY FEES	2,608.	2,608.		0.
PAYMENT FOR LEGAL AND ADMINISTRATIVE SERVICES	1,950.	975.		975.
TO FORM 990-PF, PG 1, LN 16C	4,558.	3,583.		975.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES TREASURY NOTES	X		9,673,130.	9,582,895.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,673,130.	9,582,895.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,673,130.	9,582,895.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS, SEE ATTACHED SCHEDULE	49,620.	131,033.
TOTAL TO FORM 990-PF, PART II, LINE 10B	49,620.	131,033.

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 500000 US TREASURY NOTES SER E DTD 2/28/2006 4.5%	P	02/15/07	02/28/11
b 200000 US TREASURY NOTES DTD 5/31/2006 4.875% 5/3	P	05/15/07	05/31/11
c 369000 US TREASURY NOTES SER M DTD 8/31/2006 4.62	P	08/15/07	08/31/11
d 265000 US TREASURY NOTES SER M DTD 8/31/2006 4.62	P	06/28/11	08/31/11
e 459000 US TREASURY NOTE DTD 11/30/2006 4.5% 11/30	P	11/15/07	11/30/11
f 828000 US TREASURY NOTE DTD 11/30/2006 4.5% 11/30	P	06/28/11	11/30/11
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 500,000.		496,816.	3,184.
b 200,000.		202,047.	<2,047.>
c 369,000.		371,335.	<2,335.>
d 265,000.		267,123.	<2,123.>
e 459,000.		472,931.	<13,931.>
f 828,000.		843,528.	<15,528.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,184.
b			<2,047.>
c			<2,335.>
d			<2,123.>
e			<13,931.>
f			<15,528.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<32,780.>
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

Balance Sheet Detail for 990PF Part II Page Two

Account: 009109-007 AGT FOR THE ROMILL FOUNDATION

As of Date 12/31/2011

Description	CUSIP	Quantity	Market Value	% MV	Price	Federal Tax Cost	Unrealized Gain/Loss
CHEVRON CORP COMMON	166764-100	186 0000	19,790.40	0.18	106.4000	148.44	19,641.96
CITIGROUP INC CMMN, SEE PNY MEMO ON BASIS	172967-424	1,724 0000	45,358.44	0.41	26.3100	47,567.00	38,121.43
CONSTELLATION ENERGY GROUP INC COMMON	210371-100	51 0000	2,023.17	0.02	39.6700	322.45	1,700.72
DIRECTV CLASS A	25490A-101	88 0000	3,762.88	0.03	42.7600	382.67	3,380.21
DUKE ENERGY CORPORATION NEW HOLDING CORP	26441C-105	40 0000	880.00	0.01	22.0000	256.93	623.07
NEWS CORP INC CLASS A	65248E-104	18 0000	321.12	0.00	17.8400	260.10	61.02
RESTRICTED SHORT TERM INVESTMNT FUND	821400-000	1,450,851.64	1,450,851.64	12.99	1.0000	1,450,851.64	0.00
SPECTRA ENERGY CORP	847560-109	20 0000	615.00	0.01	30.7500	191.54	423.46
TRAVELERS COS INC/THE	89417E-109	985.0000	58,282.45	0.52	59.1700	491.23	57,791.22
U S TREASURY NOTE	912828-LZ1	628,000 0000	659,594.68	5.91	105.0310	653,820.54	5,774.14
DTD 11/30/2009 2.125% 11/30/2014							
U S TREASURY NOTE DTD 2/28/2009 1.875% 2/28/2014	912828-KF6	628,000 0000	649,389.68	5.82	103.4060	635,781.05	13,608.63
U S TREASURY NOTE DTD 2/28/2010 2.375% 2/28/2015	912828-MR8	600,000 0000	636,612.00	5.70	106.1020	633,377.01	3,234.99
U S TREASURY NOTE	912828-NF3	610,000 0000	643,977.00	5.77	105.5700	637,880.95	6,096.05
DTD 5/31/2010 2.125% 5/31/2015							
U S TREASURY NOTE	912828-LK4	600,000 0000	632,064.00	5.66	105.3440	632,650.45	(566.45)
DTD 8/31/2009 2.375% 8/31/2014							
U S TREASURY NOTES DTD 8/31/2010 0.375% 8/31/2012	912828-PH7	637,000 0000	638,121.12	5.71	100.1760	638,047.21	73.91
U S TREASURY NOTES SER B DTD 2/15/02	912827-7L0	628,000 0000	631,554.48	5.68	100.5660	673,281.92	(41,727.44)
4.875% 02/15/2012							
U S TREASURY NOTES SER D DTD 8/15/03	912828-BH2	582,000 0000	619,603.02	5.55	106.4610	629,698.67	(10,095.65)
4.25% 08/15/2013							
U S TREASURY NOTES SER E DTD 11/15/02	912828-AP5	624,000 0000	644,791.68	5.77	103.3320	670,513.19	(25,721.51)
4% 11/15/2012							
U S TREASURY NOTES SER E	912828-EE6	552,000 0000	625,526.40	5.60	113.3200	631,675.29	(6,148.89)
DTD 8/15/2005 4.25% 8/15/2015		2,500 0000	2,500.00	0.02	1.0000	2,500.00	0.00
US DOLLAR CURRENCY							
US TREASURY NOTE	912828-JT8	623,000 0000	643,565.23	5.76	103.3010	638,917.24	4,647.99
DTD 11/30/2008 2% 11/30/2013							
US TREASURY NOTE	912828-HT0	628,000 0000	647,624.69	5.80	102.9610	659,866.56	(12,241.87)
DTD 2/29/2008 2.75% 2/28/2013							
US TREASURY NOTE DTD 5/15/2011 1% 5/15/2014	912828-QM5	629,000 0000	639,416.24	5.73	101.6560	637,085.74	2,330.50
US TREASURY NOTE	912828-GU8	619,000 0000	630,847.66	5.65	101.9140	649,609.05	(18,761.39)
DTD 5/31/2007 4.75% 5/31/2012							
US TREASURY NOTE	912828-JB7	612,000 0000	640,207.08	5.73	104.6090	650,925.33	(10,718.25)
DTD 5/31/2008 3.5% 5/31/2013							
TOTAL <input type="checkbox"/> Principal Portfolios -	U.S. Dollar	10,657,463.6400	11,167,280.06	100.00	100.00	11,176,102.20	31,507.85
US DOLLAR CURRENCY		403.8500	403.85	100.00	1.0000	403.85	0.00
TOTAL <input type="checkbox"/> Income Portfolios -	U.S. Dollar	403.8500	403.85	100.00	100.00	403.85	0.00
TOTAL <input type="checkbox"/> 009109-007		10,657,867.4900	\$11,167,684	100.00		\$11,176,506	31,507.85