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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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation MILLER-WORLEY CHARITABLE FOUNDATION		A Employer identification number 23-7862650
Number and street (or P.O. box number if mail is not delivered to street address) 1111 BARBERRY ROAD		B Telephone number (610) 525 3778
City or town, state, and ZIP code BRYN MAWR, PA 19010		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,891,384. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		521,790.	521,790.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
5a Net gain or (loss) from sale of assets not on line 10		936,224.			
b Gross sales price for all assets on line 6a		1,087,450.			
7 Capital gain net income (from Part IV, line 2)			936,224.		
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		<4,827.>	<4,827.>		STATEMENT 2
12 Total Add lines 1 through 11		1,453,187.	1,453,187.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		31,268.	0.		31,268.
15 Pension plans, employee benefits		20,424.	0.		20,424.
16a Legal fees					
b Accounting fees STMT 3		4,216.	2,185.		2,031.
c Other professional fees STMT 4		450.	0.		450.
17 Interest		292.	292.		0.
18 Taxes STMT 5		61,875.	1,297.		2,642.
19 Depreciation and depletion		582.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		1,400.	0.		1,400.
22 Printing and publications					
23 Other expenses STMT 6		82,925.	82,925.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		203,432.	86,699.		58,215.
25 Contributions, gifts, grants paid		1,004,200.			1,004,200.
26 Total expenses and disbursements. Add lines 24 and 25		1,207,632.	86,699.		1,062,415.
27 Subtract line 26 from line 12		245,555.			
a Excess of revenue over expenses and disbursements			1,366,488.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

G14

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			70,833.	11,832.	11,832.
	2 Savings and temporary cash investments					
	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					
	b Investments - corporate stock STMT 7	289,880.	288,730.	1,632,480.		
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings and equipment basis					
	Less accumulated depreciation					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment basis	1,819.				
	Less accumulated depreciation STMT 8	946.	1,455.	873.	873.	
	15 Other assets (describe STATEMENT 9)	9,132,074.	9,438,399.	13,246,199.		
	16 Total assets (to be completed by all filers)	9,494,242.	9,739,834.	14,891,384.		
	17 Accounts payable and accrued expenses		12.			
	18 Grants payable					
Net Assets or Fund Balances	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.	12.			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	4,700,424.	4,700,424.			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
	29 Retained earnings, accumulated income, endowment, or other funds	4,793,818.	5,039,398.			
	30 Total net assets or fund balances	9,494,242.	9,739,822.			
31 Total liabilities and net assets/fund balances	9,494,242.	9,739,834.				

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	9,494,242.
2 Enter amount from Part I, line 27a	2	245,555.
3 Other increases not included in line 2 (itemize) UBTI INCOME/ (LOSS)	3	29.
4 Add lines 1, 2, and 3	4	9,739,826.
5 Decreases not included in line 2 (itemize) NON-DEDUCTIBLE EXPENSES	5	4.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,739,822.

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 1,087,450.		559,627.	936,224.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			936,224.

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

936,224.

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	700,079.	12,971,195.	.053972
2009	1,090,372.	10,062,921.	.108355
2008	291,221.	13,797,497.	.021107
2007	698,566.	14,573,440.	.047934
2006	1,571,785.	10,312,215.	.152420

2 Total of line 1, column (d)**2**

.383788

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**

.076758

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5**4**

15,627,151.

5 Multiply line 4 by line 3**5**

1,199,509.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

13,665.

7 Add lines 5 and 6**7**

1,213,174.

8 Enter qualifying distributions from Part XII, line 4**8**

1,062,415.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	27,330.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	27,330.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	27,330.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 10,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 28,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	38,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	336.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,334.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	0.	

10,334. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 ► N/A	13	X	
14	The books are in care of ► ZWEIG, RAMICK & ASSOCIATES Telephone no ► 215-333-8246 Located at ► 2320 FAUNCE STREET, PHILADELPHIA, PA ZIP+4 ► 19152			
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?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c
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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LESLIE A. MILLER	TRUSTEE			
1111 BARBERRY ROAD				
BRYN MAWR, PA 19010	0.00	0.	0.	0.
RICHARD B. WORLEY	TRUSTEE			
1111 BARBERRY ROAD				
BRYN MAWR, PA 19010	0.00	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

Form 990-PF (2011)

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	1a	1,524,087.
a	Average monthly fair market value of securities	1b	410,798.
b	Average of monthly cash balances	1c	13,930,243.
c	Fair market value of all other assets	1d	15,865,128.
d	Total (add lines 1a, b, and c)		
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	15,865,128.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	237,977.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,627,151.
6	Minimum investment return. Enter 5% of line 5	6	781,358.

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	781,358.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	27,330.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	27,330.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	754,028.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	754,028.
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	754,028.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	1,062,415.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
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	1,062,415.
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	1,062,415.

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

Form 990-PF (2011)

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				754,028.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	1,068,756.			
b From 2007				
c From 2008				
d From 2009	609,792.			
e From 2010	91,241.			
f Total of lines 3a through e	1,769,789.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,062,415.			0.	
a Applied to 2010, but not more than line 2a				
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				754,028.
e Remaining amount distributed out of corpus	308,387.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	2,078,176.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	1,068,756.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,009,420.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	609,792.			
d Excess from 2010	91,241.			
e Excess from 2011	308,387.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SEE SCHEDULE ATTACHED	NONE	501(C)(3)	GENERAL FUNDS	1,004,200.
Total			▶ 3a	1,004,200.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	521,790.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<4,827.>	
8 Gain or (loss) from sales of assets other than inventory			18	936,224.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		0.		1,453,187.	0.
13 Total Add line 12, columns (b), (d), and (e)				13 1,453,187.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

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

[illegible]

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

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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Richard B. Wooley

11-15-12
Date

▶ Trustee
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ X	Yes	☐	No
---	------------	--------------------------	-----------

**Paid
Preparer
Use Only**

Print/Type preparer's name
WALTER E. RAMICK,
JR.

Preparer's signature

Date

Check ☐ if
self-employed

PTIN	
------	--

Firm's name ► ZWEIG, RAMICK & ASSOCIATES

Firm's EIN ► 23-1994281

Firm's address ► 2320 FAUNCE ST.
PHILADELPHIA, PA 19152-4112

Phone no (215) 333-8246

MILLER-WORLEY CHARITABLE FOUNDATION

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	291.1263 SHS CITADEL KENSINGTON GLOBAL STRATEGIES	P	VARIOUS	07/18/11
b	1,500 SHS SBA COMMUNICATIONS CORP	D	01/31/03	02/16/11
c	500 SHS SBA COMMUNICATIONS CORP	D	01/31/03	12/30/11
d	ALPHAONE REDSTONE FUND, LP - LIQUIDATION	P	VARIOUS	07/07/11
e	ALPHAONE REDSTONE FUND, LP - K-1			
f	PERMIT CAPITAL EQUITY FUND - K-1			
g	PERMIT CAPITAL INT'L FUND - K-1			
h	PERMIT CAPITAL MORTGAGE FUND - K-1			
i	PERMIT CAPITAL MORTGAGE FUND SERIES J - K-1			
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 1,000,000.		558,476.	441,524.
b 66,153.		863.	65,290.
c 21,297.		288.	21,009.
d			<434.>
e			139,105.
f			67,602.
g			2,051.
h			199,911.
i			166.
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) FMV 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			441,524.
b			65,290.
c			21,009.
d			<434.>
e			139,105.
f			67,602.
g			2,051.
h			199,911.
i			166.
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	936,224.
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

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	DELL LAPTOP	08/04/10	200DB	5.00			1,819.				1,819.	364.		582.	946.
	* TOTAL 990-PF PG 1 DEPR						1,819.				1,819.	364.		582.	946.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALPHAONE REDSTONE FUND, LP - K-1	598.	0.	598.
MORGAN STANLEY - NOMINEE	478.	0.	478.
PERMIT CAPITAL EQUITY FUND - K-1	12,451.	0.	12,451.
PERMIT CAPITAL INT'L FUND - K-1	4,135.	0.	4,135.
PERMIT CAPITAL MORTGAGE FUND - K-1	467,665.	0.	467,665.
PERMIT CAPITAL MORTGAGE FUND SERIES I - K-1	11,193.	0.	11,193.
PERMIT CAPITAL MORTGAGE FUND SERIES J - K-1	25,270.	0.	25,270.
TOTAL TO FM 990-PF, PART I, LN 4	521,790.	0.	521,790.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALPHAONE REDSTONE FUND, LP - K-1	<2,824.>	<2,824.>	
PERMIT CAPITAL EQUITY FUND LP - K-1	<2,580.>	<2,580.>	
PERMIT CAPITAL INT'L FUND - K-1	577.	577.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<4,827.>	<4,827.>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,185.	2,185.		0.
PAYROLL SERVICE PROVIDER	2,031.	0.		2,031.
TO FORM 990-PF, PG 1, LN 16B	4,216.	2,185.		2,031.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BENEFIT PROVIDER	450.	0.		450.	
TO FORM 990-PF, PG 1, LN 16C	450.	0.		450.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL 990-PF EXCISE TAX	57,936.	0.		0.	
FOREIGN TAXES - K-1'S	1,297.	1,297.		0.	
PAYROLL TAXES	2,642.	0.		2,642.	
TO FORM 990-PF, PG 1, LN 18	61,875.	1,297.		2,642.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PORTFOLIO DEDUCTIONS - K-1'S	82,925.	82,925.		0.	
TO FORM 990-PF, PG 1, LN 23	82,925.	82,925.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SBA COMMUNICATIONS			288,730.	1,632,480.
TOTAL TO FORM 990-PF, PART II, LINE 10B			288,730.	1,632,480.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DELL LAPTOP	1,819.	946.	873.
TOTAL TO FM 990-PF, PART II, LN 14	1,819.	946.	873.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CITADEL KENSINGTON GLOBAL STRATEGIES FUND, LTD.	3,289,695.	2,731,219.	5,297,301.
REDSTONE INVESTORS, LP	667,300.	0.	0.
PERMIT CAPITAL EQUITY FUND, LP	877,218.	937,344.	875,135.
PERMIT CAPITAL INT'L FUND, LP	202,403.	205,872.	193,063.
PERMIT CAPITAL MORTGAGE FUND, LP	4,095,458.	4,315,773.	5,608,302.
PERMIT CAPITAL MORTGAGE FUND, LP SERIES I	0.	243,518.	230,436.
PERMIT CAPITAL MORTGAGE FUND, LP SERIES J	0.	1,004,673.	1,041,962.
TO FORM 990-PF, PART II, LINE 15	9,132,074.	9,438,399.	13,246,199.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDLESLIE A. MILLER & RICHARD B. WORLEY
1111 BARBERRY ROAD
BRYN MAWR, PA 19010TELEPHONE NUMBER

610-525-3778

FORM AND CONTENT OF APPLICATIONSWRITTEN LETTER, NATURE OF CHARITABLE ORGANIZATION, VERIFICATION OF FEDERAL
TAX-EXEMPT STATUS.ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDSONLY ORGANIZATIONS ORGANIZED & OPERATED FOR CHARITABLE, EDUCATIONAL OR
SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL
REVENUE CODE.

4:13 PM
11/05/12
Cash Basis

Miller-Worley Foundation **Transaction Detail By Account** January through December 2011

Date	Type	Num	Name	Paid Amount
Total Charitable Disbursements				
Charitable Contributions				
1/20/2011	Check	2693	Pennsylvania Bar Foundation	1,000 00
2/25/2011	Check	2694	Girl Scouts of Eastern Pennsylvania	5,000 00
3/4/2011	Check	2695	Philadelphia Museum of Art	25,000 00
3/4/2011	Check	2696	Drexel College of Medicine (IWHL)	2,000 00
3/18/2011	Check	2697	Pennsylvania Horticultural Society	5,000 00
3/18/2011	Check	2698	Variety - The Children's Charity	1,150 00
4/14/2011	Check	2699	Free Library of Philadelphia Foundation	20,000 00
4/14/2011	Check	2700	Jupiter Island Medical Clinic	250 00
4/14/2011	Check	2701	Saint Christopher's Church	11,000 00
4/14/2011	Check	2702	Kimmel Center	100,000 00
4/25/2011	Check	2703	Fund for Johns Hopkins Medicine	50,000 00
4/29/2011	Check	2704	Trustees of University of Pennsylvania	5,000 00
5/5/2011	Check	2705	Lower Merion Library Foundation	5,000 00
5/5/2011	Check	2706	Delaware RIVERKEEPER Network	500 00
6/7/2011	Check	2709	Philadelphia Scholars	25,000 00
6/7/2011	Check	2710	Fairmount Park Conservancy	5,000 00
6/29/2011	Check	2726	Greater Philadelphia Cultural Alliance	1,500 00
7/1/2011	Check	2727	Pennsylvania Audubon Society	5,000 00
7/6/2011	Check	2728	American Humane Society	250 00
7/6/2011	Check	2729	Bridgeport Community Fund	7,500 00
7/6/2011	Check	2730	Susan G Komen for the Cure	300 00
7/6/2011	Check	2731	American Heart Association	500 00
7/15/2011	Check	2732	The Acorn Club	3,250 00
8/5/2011	Check	2711	Free Library of Philadelphia Foundation	8,600 00
8/8/2011	Check	2714	League of American Orchestras	5,000 00
9/15/2011	Check	2718	Main Line Animal Rescue	2,500 00
9/15/2011	Check	2719	Philadelphia Museum of Art	12,500 00
9/22/2011	Check	2721	ASPCA	1,500 00
10/3/2011	Check	2722	PA Breast Cancer Coalition	5,000 00
10/20/2011	Check	2724	The Philadelphia Singers	3,000 00
10/20/2011	Check	2734	Woodmere Art Museum	1,000 00
10/20/2011	Check	2735	Intercultural Journeys	1,000 00
10/24/2011	Check	2736	Salvation Army	20,000 00
11/14/2011	Check	2737	Philadelphia Bar Foundation	1,000 00
11/14/2011	Check	2738	United Way of Southeastern Pennsylvania	25,000 00
11/14/2011	Check	2739	Pennsylvania Bar Foundation	1,000 00
11/17/2011	Check	2740	Opera Company of Philadelphia	75,000 00
12/19/2011	Check	2744	Independence Seaport Museum	40,000 00
12/19/2011	Check	2745	The Annenberg Foundation	300,000 00
12/22/2011	Check	2746	Wistar Institute	1,000 00
12/22/2011	Check	2747	Morris Animal Refuge	500 00
12/22/2011	Check	2748	VoxAmaDeus	500 00
12/22/2011	Check	2749	Project Forward Leap	1,000 00
12/22/2011	Check	2750	Kitty Cottage	500 00
12/22/2011	Check	2751	Pennsylvania Horticultural Society	100,000 00
12/22/2011	Check	2752	Kimmel Center for the Performing Arts	100,000 00
12/22/2011	Check	2753	Bryn Mawr Film Institute	700 00
12/22/2011	Check	2754	IFAW International Fund	250 00
12/22/2011	Check	2756	Natural Resources Defense Counsel	1,000 00
12/22/2011	Check	2757	D E L T A Rescue	1,200 00
12/22/2011	Check	2758	Philadelphia Animal Welfare Society	1,000 00
12/22/2011	Check	2760	Women's Humane Society	250 00
12/22/2011	Check	2762	Ctr Innovative Medicine - Johns Hopkins	15,000 00
Total Charitable Contributions				1,004,200 00
Total Total Charitable Disbursements				1,004,200 00
TOTAL				1,004,200.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions MILLER-WORLEY CHARITABLE FOUNDATION	Employer identification number (EIN) or ☒ 23-7862650
	Number, street, and room or suite no. If a P.O. box, see instructions. 1111 BARBERRY ROAD	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BRYN MAWR, PA 19010	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ZWEIG, RAMICK & ASSOCIATES

- The books are in the care of ► **2320 FAUNCE STREET - PHILADELPHIA, PA 19152**
Telephone No. ► **215-333-8246** FAX No. ► **215-333-8489**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	38,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	10,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	28,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MILLER-WORLEY CHARITABLE FOUNDATION	☒ 23-7862650
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1111 BARBERRY ROAD	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BRYN MAWR, PA 19010	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ZWEIG, RAMICK & ASSOCIATES

- The books are in the care of **2320 FAUNCE STREET - PHILADELPHIA, PA 19152**

Telephone No. **215-333-8246**

FAX No. **215-333-8489**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning ☐, and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ALL INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	38,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	38,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Zweig, Ramick & Associates** Title **C P A**

Date **8/1/12**

Form 8868 (Rev. 1-2012)