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

OMB No 1545-0052

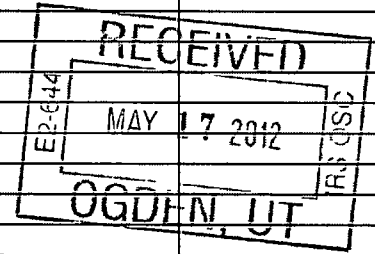
2011

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 , 2011, and ending , 20

Name of foundation W. PAUL MILLS & THORA J. MILLS MEMORIAL FOUNDATION 14079-00		A Employer identification number 37-1432256
Number and street (or P O box number if mail is not delivered to street address) 106 SOUTH MAIN STREET, SUITE 1600		B Telephone number (see instructions) (330) 384-7301
City or town, state, and ZIP code AKRON, OH 44308		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 type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, 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) ▶ \$ 1,256,791.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		31,941.	31,937.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		58,211.			
b Gross sales price for all assets on line 6a 709,019.					
7 Capital gain net income (from Part IV, line 2)			58,211.		
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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		90,152.	90,148.		
13 Compensation of officers, directors, trustees, etc.		21,367.	10,684.		10,684.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 4		1,377.	NONE	NONE	NONE
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5		665.	410.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		23,409.	11,094.	NONE	10,684.
25 Contributions, gifts, grants paid		63,900.			63,900.
26 Total expenses and disbursements. Add lines 24 and 25		87,309.	11,094.	NONE	74,584.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		2,843.			
b Net investment income (if negative, enter -0-)			79,054.		
c Adjusted net income (if negative, enter -0-)					



11/22

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	67,754.			
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	281,696.			
	b	Investments - corporate stock (attach schedule)	724,408.			
	c	Investments - corporate bonds (attach schedule)	125,065.			
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)		1,201,770.	1,256,791.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,198,923.	1,201,770.	1,256,791.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,198,923.	1,201,770.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	1,198,923.	1,201,770.		
	31	Total liabilities and net assets/fund balances (see instructions)	1,198,923.	1,201,770.		

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	1,198,923.
2	Enter amount from Part I, line 27a	2	2,843.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	4.
4	Add lines 1, 2, and 3	4	1,201,770.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,201,770.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 708,091.		650,808.	57,283.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			57,283.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	58,211.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	62,609.	1,302,702.	0.048061
2009	70,857.	1,240,917.	0.057101
2008	79,904.	1,424,718.	0.056084
2007	75,985.	1,616,381.	0.047009
2006	75,647.	1,553,550.	0.048693
2 Total of line 1, column (d)			2 0.256948
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051390
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,321,008.
5 Multiply line 4 by line 3			5 67,887.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 791.
7 Add lines 5 and 6			7 68,678.
8 Enter qualifying distributions from Part XII, line 4			8 74,584.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	791.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	791.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	791.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		NONE
c Tax paid with application for extension of time to file (Form 8868)	6c		NONE
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		NONE
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		9.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		800.
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 checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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) <input checked="" type="checkbox"/> OH		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	
Website address ► N/A				
14	The books are in care of ► FIRSTMERIT BANK, NA Telephone no. ► (330) 384-7301			
Located at ► 106 S. MAIN ST, 5TH FL, AKRON, OH ZIP + 4 ► 44308				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ► 15				
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? <input type="checkbox"/>	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"/>	2b	X
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"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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 ☒ NoOrganizations 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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		21,367.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services ►		NONE

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 NONE

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments. See instructions.

3 NONE

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,228,098.
b	Average of monthly cash balances	1b	113,027.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,341,125.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,341,125.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,117.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,321,008.
6	Minimum investment return. Enter 5% of line 5	6	66,050.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	66,050.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	791.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	791.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	65,259.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	65,259.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	65,259.

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	74,584.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	74,584.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	791.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	73,793.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				65,259.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 <u>09</u> , 20____, 20____		61,537.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>74,584.</u>				
a Applied to 2010, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		61,537.		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				13,047.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b				
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				52,212.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . .	NONE			
b Excess from 2008 . . .	NONE			
c Excess from 2009 . . .	NONE			
d Excess from 2010 . . .	NONE			
e Excess from 2011 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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)

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

Tax year

Prior 3 years

(e) Total

(a) 2011

(b) 2010

(c) 2009

(d) 2008

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section

4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

N/A

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.

N/A

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:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 9				
Total			3a	63,900.
b Approved for future payment				
Total			3b	

Form **990-PF** (2011)

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 (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion 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	31,941.	
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					
8	Gain or (loss) from sales of assets other than inventory			18	58,211.	
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)				90,152.	
13	Total. Add line 12, columns (b), (d), and (e)				90,152.	

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

- | | | |
|--|-------------------|------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> | <p>No</p> |
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[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.

[illegible]

**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

05/03/2012
Date

 Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFF MASLANICH, EA

Preparer's signature _____

OK

Date	
------	--

~~05/03/2013~~

Check ☐ if
2 self-employed

PTIN

P00390783

Firm's name ► THOMSON REUTERS TAX & ACCOUNTING

Firm's EIN ▶ 75-1297386

Firm's address ► 6135 TRUST DRIVE, SUITE 118
HOLLAND, OH

Phone no 419-861-2300

Form 990-PF (2011)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABORATORIES INC	536.	536.
AMERICAN EXPRESS CO	236.	236.
ANHEUSER-BUSCH CO 4.950% 1/15/14	2,475.	2,475.
APACHE CORP COMMON	57.	57.
AUTOMATIC DATA PROCESSING INC	313.	313.
BANK OF AMERICA 4.875% 9/15/12	1,219.	1,219.
BOEING CO	46.	46.
CHEVRONTXACO CORP	322.	322.
CISCO SYSTEMS INC	40.	40.
COCA-COLA CO	310.	310.
CONOCOPHILLIPS	525.	525.
DANAHER CORP	20.	20.
E I DUPONT DE NEMOURS & CO	254.	254.
ECOLAB INC	119.	119.
EMERSON ELECTRIC CO	139.	139.
EXXON MOBIL CORP	477.	477.
FFCB 2.250% 4/24/12	1,125.	1,125.
FFCB 2.625% 4/17/14	1,313.	1,313.
FNMA 5.000% 10/15/11	2,500.	2,500.
FEDERAL NATL MTG AS 6.260% 11/26/12	1,878.	1,878.
FNMA 2.000% 8/05/15	1,000.	1,000.
FNMA 1.250% 8/20/13	625.	625.
FLUOR CORP NEW	88.	88.
GENERAL ELECTRIC CO	233.	233.
GE COMPANY CO 5.000% 2/01/13	2,500.	2,500.
GENERAL MILLS INC	115.	115.
HEWLETT PACKARD CORP	30.	30.
HOME DEPOT INC	228.	228.
ILLINOIS TOOL WORKS	209.	209.
INTEL CORP	277.	277.
INTERNATIONAL BUSINESS MACHINE CORP	73.	73.
ISHARES RUSSELL MIDCAP GRWTH	136.	136.
AXZ456 L668 05/03/2012 12:21:17	14079-00	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES RUSSELL MIDCAP INDEX FUND	783.	783.
ISHARES TRUST S&P SM CAP 600	238.	238.
ISHARES TR S&P SMALLCAP/600 GROWTH	37.	37.
ISHARES RUSSELL TOP 200 GROWTH	86.	86.
JOHNSON & JOHNSON CO	439.	439.
KOHL'S CORPORATION	58.	58.
LOOMIS SAYLES BOND FUND	310.	310.
MARKET VECTORS AGRIBUSINESS	127.	123.
MC DONALDS CORP	506.	506.
MERCK & CO INC	118.	118.
MICROSOFT CORP	367.	367.
FEDERATED PRIME OBLIGATIONS FD	11.	11.
NIKE INC CLASS B	135.	135.
OCCIDENTAL PETROLEUM CORP	208.	208.
ORACLE SYSTEMS CORP.	122.	122.
PEPSICO INC	468.	468.
PRAXAIR INC	190.	190.
PRICE T ROWE GROUP INC	95.	95.
PROCTER & GAMBLE CO	483.	483.
PRUDENTIAL FINL INC	377.	377.
SPDR DJ WILSHIRE INTL REAL ESTATE	361.	361.
SPDR DOW JONES REIT ETF	490.	490.
SCHLUMBERGER LTD	182.	182.
HEALTH CARE SELECT SECTOR SPDR	391.	391.
CONSUMER STAPLES SELECT SECTOR SPDR	95.	95.
UTILITIES SELECT SECTOR SPDR	349.	349.
JM SMUCKER CO/THE-NEW COM	85.	85.
STATE STR CORP	130.	130.
TEVA PHARMACEUTICAL INDS ADR	223.	223.
US BANCORP	244.	244.
UNION PACIFIC CORP	239.	239.
UNITED TECHNOLOGIES CORP	198.	198.
VANGUARD INTM TERM INV G-INV	82.	82.

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14079-00

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD FTSE ALL-WORLD EX-US	1,354.	1,354.
VANGUARD MSCI EMERGING MARKETS ETF	2,345.	2,345.
THE VANGUARD GROUP INC ENERGY ETF	426.	426.
YUM! BRANDS INC	171.	171.
TOTAL	31,941.	31,937.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI TAX PREPARATION FEE (NON-ALLOC	226. 1,151.			
TOTALS	1,377. =====	NONE =====	NONE =====	NONE =====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	27.	27.
OTHER TAXES	200.	
FEDERAL TAX PAYMENT - PRIOR YE	55.	
FOREIGN TAXES ON QUALIFIED FOR	243.	243.
FOREIGN TAXES ON NONQUALIFIED	140.	140.
	-----	-----
TOTALS	665.	410.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	4 .

TOTAL	4 .
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

FIRSTMERIT BANK, NA

ADDRESS:

106 S. MAIN ST, 16th FL.

AKRON, OH 44308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 21,367.

OFFICER NAME:

JOSEPH GIBSON, ESQ.

ADDRESS:

1739 KARG DR

AKRON, OH 44313

TITLE:

TRUSTEE

OFFICER NAME:

RONALD B. TYNAN, SR

ADDRESS:

106 S. MAIN ST, STE 1600

AKRON, OH 44308

TITLE:

TRUSTEE

OFFICER NAME:

REV. DR. MARK T. RUPPERT

ADDRESS:

647 E MARKET ST

AKRON, OH 44304

TITLE:

TRUSTEE

TOTAL COMPENSATION:

21,367.

=====

=====

RECIPIENT NAME:

BRENDA MOUBRAY

ADDRESS:

FIRSTMERIT BANK, NA, 106 S. MAIN ST., 16th FLOOR
AKRON, OH 44308

RECIPIENT'S PHONE NUMBER: 330-384-7301

FORM, INFORMATION AND MATERIALS:

NO SPECIFIC FORMAT; MUST BE SUBMITTED IN WRITING

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

W. PAUL MILLS & THORA J. MILLS MEMORIAL 37-1432256
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

AMOUNT OF GRANT PAID 63,900.

TOTAL GRANTS PAID:

63,900.

=====

STATEMENT 9

149 BENEFICIARY DISTRIBUTIONS

DISTRIBUTIONS NOT MATCHED TO BENEFICIARY

06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR AN ARTS GRANT, AN EDUCATION GRANT FOR THE SUMMIT CHILDREN'S CHOIR PROGRAM AND FOR THE SATELLITE CAMPUS PROGRAM FOR TA PAID TO: CENTRAL SUMMIT COUNTY CHORAL SOCIETY 715 E BUCHTEL AVENUE AKRON, OH 44305 TR TRAN#=CS000124000001 TR CD=146 REG=0 PORT=PRIN	-1000.00	-1000 00 1106000014 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION TOWARD OPERATIONS FOR THE 2011-12 SEASON FOR TA PAID TO: MAGICAL THEATRE COMPANY P.O. BOX 386 BARBERTON, OH 44203-0386 TR TRAN#=CS000124000005 TR CD=146 REG=0 PORT=PRIN	-500.00	-500 00 1106000016 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR PERFORMANCES AND EDUCATION/OUTREACH OPPORTUNITIES FOR TA PAID TO: GREATER AKRON MUSICAL ASSOCIATION AKRON SYMPHONY 17 NORTH BROADWAY AKRON, OH 44308-1946 TR TRAN#=CS000124000003 TR CD=146 REG=0 PORT=PRIN	-500.00	-500 00 1106000015 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR EDUCATION AND COMMUNITY OUTREACH PROGRAMS FOR TA	-3000 00	-3000.00 1106000017 **CHANGED** 03/08/12 BR

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	PAID TO. SUMMIT COUNTY HISTORICAL SOCIETY 550 COPLEY ROAD AKRON, OH 44320 TR TRAN# = CS000124000006 TR CD = 146 REG = 0 PORT = PRIN				
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE EDUCATION AND COMMUNITY OUTREACH PROGRAM OFFERED TO STUDENTS AND COMMUNITY GROUPS FOR: TA PAID TO TUESDAY MUSICAL ASSOCIATION ONE SOUTH MAIN STREET, SUITE 301 AKRON, OH 44308-1842 TR TRAN# = CS000124000007 TR CD = 146 REG = 0 PORT = PRIN	-1000.00		-1000.00	1106000018 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION TO UNDERWRITE THE COSTS OF THEATRICAL PRODUCTION, EDUCATIONAL PROGRAMMING AND COMMUNITY OUTREACH PROGRAMS FOR: TA PAID TO. WEATHERVANE COMMUNITY PLAYHOUSE 1301 WEATHERVANE LANE AKRON, OH 44313-5186 TR TRAN# = CS000124000009 TR CD = 146 REG = 0 PORT = PRIN	-1000.00		-1000.00	1106000019 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR EDUCATIONAL PROGRAMMING AT HALE FARM & VILLAGE FOR: TA PAID TO: WESTERN RESERVE HISTORICAL SOCIETY HALE FARM & VILLAGE 10825 EAST BOULEVARD CLEVELAND, OH 44106 TR TRAN# = CS000124000011 TR CD = 146 REG = 0 PORT = PRIN	-500.00		-500.00	1106000020 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR TUTORING FOR AKRON AREA STUDENTS AT AFTER-SCHOOL REMEDIAL PROGRAMS FOR CHILDREN WITH DYSLEXIA FOR: TA PAID TO 32ND DEGREE MASONIC LEARNING CENTERS FOR CHILDREN - AKRON LEARNING CENTER 150 SPRINGSIDE DRIVE, SUITE B-235 AKRON, OH 44333 TR TRAN# = CS000124000012 TR CD = 146 REG = 0 PORT = PRIN	-1000.00		-1000.00	1106000021 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE IMPLEMENTATION OF PROGRAMS TO REACH SUMMIT COUNTY STUDENTS FOR: TA PAID TO. JA WORLDWIDE-JUNIOR ACHIEVEMENT OF NORTH CENTRAL OHIO P.O. BOX 26006 AKRON, OH 44319 TR TRAN# = CS000124000016 TR CD = 146 REG = 0 PORT = PRIN	-1000.00		-1000.00	1106000023 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR SUMMIT COUNTY CAMP INVENTION 2011 SCHOLARSHIPS AND PROFESSIONAL DEVELOPMENT TRAINING AND MATERIALS FOR TEACHERS FOR: TA PAID TO: INVENT NOW INC 3701 HIGHLAND PARK NW NORTH CANTON, OH 44720-4535 TR TRAN# = CS000124000014 TR CD = 146 REG = 0 PORT = PRIN	-1000.00		-1000.00	1106000022 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE DESTINATION COLLEGE TRANSITION PROGRAM FROM HIGH SCHOOL TO POST SECONDARY EDUCATION AND THE COST OF SENIOR SURVIVALS KITS PRESENTED AT THE GRADUATION DINNER FOR: TA PAID TO: SUMMIT EDUCATION INITIATIVE 520 S. MAIN ST , STE 2455 AKRON, OH 44311-1010	-500.00		-500.00	1106000025 **CHANGED** 03/08/12 BR

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
TR TRAN#=CS000124000020 TR CD=146 REG=0 PORT=PRIN				
06/09/11 CASH DISBURSEMENT CHARITABLE CONTRIBUTION TO RECRUIT STUDENTS WHO WANT TO STUDY FOR GED EXAMS, LEARN ENGLISH, TRANSITION TO POST SECONDARY EDUCATION AND THE WORKFORCE AND IMPROVE SKILLS TO BECOME MORE SELF-SUFFICIENT FOR: TA PAID TO: PROJECT LEARN OF SUMMIT COUNTY 60 S. HIGH STREET AKRON, OH 44326	-500.00		-500.00	1106000024 **CHANGED** 03/08/12 BR
TR TRAN#=CS000124000018 TR CD=146 REG=0 PORT=PRIN				
06/09/11 CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR ORTHODONTIC CARE FOR SUMMIT COUNTY CHILDREN FOR: TA PAID TO: BEACON JOURNAL CHARITY FUND 333 SOUTH MAIN STREET, SUITE 319 AKRON, OH 44308-1225	-1000.00		-1000.00	1106000027 **CHANGED** 03/08/12 BR
TR TRAN#=CS000124000024 TR CD=146 REG=0 PORT=PRIN				
06/09/11 CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR SCHOLARSHIPS FOR CHILDREN FROM LOW INCOME FAMILIES TO ATTEND ALL THE RIVERS RUN EDUCATIONAL PROGRAM THAT BRINGS CHILDREN TO THE PARK TUESDAY- FRIDAY EVERY WEEK OF THE SCHOOL YEAR FOR TA PAID TO: CUYAHOGA VALLEY NATIONAL PARK ASSOCIATION 1403 WEST HINES HILL ROAD PENINSULA, OH 44264	-1000.00		-1000.00	1106000026 **CHANGED** 03/08/12 BR
TR TRAN#=CS000124000022 TR CD=146 REG=0 PORT=PRIN				
06/09/11 CASH DISBURSEMENT CHARITABLE CONTRIBUTION TO PROVIDE A CLASS IN 2012 IN SUMMIT COUNTY FOR TA PAID TO: FAMILY FINANCIAL TRANSFORMATION OF OHIO 558 SPRING GROVE DRIVE TALLMADGE, OH 44278	-1000.00		-1000.00	1106000029 **CHANGED** 03/08/12 BR
TR TRAN#=CS000124000027 TR CD=146 REG=0 PORT=PRIN				
06/09/11 CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR OPERATION SUPPORT TO PURCHASE FOOD FOR THE FOOD CENTER GROCERY PROGRAM FOR TA PAID TO: GOOD NEIGHBORS 1453 GOODYEAR BLVD AKRON, OH 44305-4170	-500.00		-500.00	1106000030 **CHANGED** 03/08/12 BR
TR TRAN#=CS000124000028 TR CD=146 REG=0 PORT=PRIN				
06/09/11 CASH DISBURSEMENT CHARITABLE CONTRIBUTION TOWARD DONOR FURNITURE PICK UP TRANSPORTATION REQUIREMENTS FOR: TA PAID TO: COMMUNITY OUTREACH RESOURCES EXCHANGE-CORE FURNITURE BANK P.O. BOX 1192 CUYAHOGA FALLS, OH 44223	-1000.00		-1000.00	1106000028 **CHANGED** 03/08/12 BR
TR TRAN#=CS000124000025 TR CD=146 REG=0 PORT=PRIN				
06/09/11 CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE SET ON SUCCESS AFTERSCHOOL AND SUMMER ENRICHMENT PROGRAM FOR THE NORTH HILL AND ELIZABETH PARK COMMUNITIES FOR: TA PAID TO: URBAN VISION P.O. BOX 1563 AKRON, OH 44309-1563	-500.00		-500.00	1106000034 **CHANGED** 03/08/12 BR
TR TRAN#=CS000124000034 TR CD=146 REG=0 PORT=PRIN				
06/09/11 CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE REPAIR AND RENOVATION PROGRAM TO HELP THE	-1000.00		-1000.00	1106000033 **CHANGED** 03/08/12 BR

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)					
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)					
LOW INCOME ELDERLY AND DISABLED STAY IN THEIR HOME FOR TA PAID TO: REBUILDING TOGETHER SUMMIT COUNTY 788 DONALD AVENUE AKRON, OH 44306 TR TRAN# = CS000124000032 TR CD = 146 REG = 0 PORT = PRIN					
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR GENERAL OPERATING SUPPORT FOR: TA PAID TO: GOODWILL INDUSTRIES OF AKRON INC 570 E WATERLOO ROAD AKRON, OH 44319 TR TRAN# = CS000124000030 TR CD = 146 REG = 0 PORT = PRIN	-2000.00		-2000.00	1106000031 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE "A HOME OF OUR OWN" CAPITAL CAMPAIGN FOR TA PAID TO: HABITAT FOR HUMANITY OF SUMMIT COUNTY 2301 ROMIG ROAD AKRON, OH 44320 TR TRAN# = CS000124000031 TR CD = 146 REG = 0 PORT = PRIN	-500.00		-500.00	1106000032 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE PARTNERS WITH YOUTH ANNUAL CAMPAIGN FOR FINANCIAL SCHOLARSHIPS FOR TA PAID TO: YOUNG MENS CHRISTIAN ASSOCIATION OF AKRON OH 209 S MAIN STREET, STE 501 AKRON, OH 44308 TR TRAN# = CS000124000036 TR CD = 146 REG = 0 PORT = PRIN	-1000.00		-1000.00	1106000035 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR SUMMER'S BEST TWO WEEKS TRANSPORTATION COSTS OF CAMPERS TO AND FROM FUNCTIONS IN THE AMOUNT OF \$4,000 AND FOR THE CONTEMPORARY WORSHIP SERVICE "FLOOD" TO REACH OUT TO THE LOCAL AND GREATER AKRON COMMUNITY IN THE AMOUNT OF \$2,000. FOR TA PAID TO: FIRST PRESBYTERIAN CHURCH OF AKRON 647 EAST MARKET STREET AKRON, OH 44304 TR TRAN# = CS000124000038 TR CD = 146 REG = 0 PORT = PRIN	-6000.00		-6000.00	1106000036 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR REPAIRS TO RAMAR RESIDENTIAL TREATMENT CENTER FOR CHRONIC SUBSTANCE ABUSERS IN NEED OF ROUND-THE CLOCK CARE FOR TA PAID TO: COMMUNITY DRUG BOARD- COMMUNITY HEALTH CENTER 725 EAST MARKET STREET AKRON, OH 44305 TR TRAN# = CS000125000001 TR CD = 146 REG = 0 PORT = PRIN	-1000.00		-1000.00	1106000037 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE CAMP PROMISE BEREAVEMENT PROGRAM-AN OUTDOOR 3 DAY CAMP FOR GRIEVING CHILDREN FOR: TA PAID TO: HOSPICE CARE OHIO- HOSPICE OF VISITING NURSE SERVICE 3358 RIDGEWOOD ROAD AKRON, OH 44333 TR TRAN# = CS000125000003 TR CD = 146 REG = 0 PORT = PRIN	-500.00		-500.00	1106000038 **CHANGED** 03/08/12 BR
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR VOLUNTEER TRAINING, VOLUNTEER RETENTION & RECOGNITION, PUBLIC AWARENESS & VOLUNTEER RECRUITMENT PROGRAMS FOR VOLUNTEERS WHO ADVOCATE FOR ABUSED AND NEGLECTED CHILDREN INVOLVED IN THE COURT AND WELFARE SYSTEMS FOR: TA	-1000.00		-1000.00	1106000044 **CHANGED** 03/08/12 BR

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)					
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)					
PAID TO					
	CASA BOARD VOLUNTEER ASSOCIATION 650 DAN STREET AKRON, OH 44310				
	TR TRAN# = CS000130000010 TR CD = 146 REG = 0 PORT = PRIN				
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION TO PROVIDE ABSTINENCE PROGRAMS TO AREA MIDDLE AND HIGH SCHOOL STUDENTS FOR: TA PAID TO: ALLIANCE FOR HEALTHY YOUTH 1815 W. MARKET STREET, SUITE 107 AKRON, OH 44313	-500.00		-500.00	1106000041 **CHANGED** 03/08/12 BR
	TR TRAN# = CS000130000005 TR CD = 146 REG = 0 PORT = PRIN				
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION TOWARD THE COSTS OF HOSTING THE 2ND ANNUAL UNITY CUP TOURNMANET FOR: TA PAID TO: AKRON INNER CITY SOCCER CLUB 865 ROSLYN AVENUE AKRON, OH 44320	-300.00		-300.00	1106000039 **CHANGED** 03/08/12 BR
	TR TRAN# = CS000130000001 TR CD = 146 REG = 0 PORT = PRIN				
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION TOWARD THE CAPITAL CAMPAIGN TO REBUILD WORN FACILITIES AND BRING THEM UP TO ADA STANDARDS FOR: TA PAID TO: AKRON ROTARY CAMP FOR SPECIAL CHILDREN 4460 REX LAKE DRIVE AKRON, OH 44319	-500.00		-500.00	1106000040 **CHANGED** 03/08/12 BR
	TR TRAN# = CS000130000003 TR CD = 146 REG = 0 PORT = PRIN				
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE STAY SAFE YOUTH PROGRAM PROVIDED TO CHILDREN ATTENDING PROGRAMMING OF COMMUNITY ORGANIZATIONS FOR: TA PAID TO: AMERICAN NATIONAL RED CROSS- OF SUMMIT AND PORTAGE COUNTIES 501 W MARKET STREET AKRON, OH 44303	-500.00		-500.00	1106000042 **CHANGED** 03/08/12 BR
	TR TRAN# = CS000130000007 TR CD = 146 REG = 0 PORT = PRIN				
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR THE WEEKDAY CRISIS INTERVENTION PROGRAM FOR: TA PAID TO: BATTERED WOMEN'S SHELTER 759 W. MARKET STREET AKRON, OH 44303	-2000.00		-2000.00	1106000043 **CHANGED** 03/08/12 BR
	TR TRAN# = CS000130000009 TR CD = 146 REG = 0 PORT = PRIN				
06/09/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION TOWARD THE EXPENSES OF OUTREACH EDUCATION/ PREVENTION AND AWARENESS IN SUMMIT COUNTY FOR: TA PAID TO: RAPE CRISIS CENTER 759 WEST MARKET STREET AKRON, OH 44303	-500.00		-500.00	1106000047 **CHANGED** 03/08/12 BR
	TR TRAN# = CS000133000001 TR CD = 146 REG = 0 PORT = PRIN				
12/08/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION IN-SCHOOL CONCERT SERIES FOR TA PAID TO: CHILDREN'S CONCERT SOCIETY OF AKRON E. J. THOMAS PERFORMING ARTS HALL THE UNIVERSITY OF AKRON AKRON, OH 44325-0501	-500.00		-500.00	1112000009 **CHANGED** 03/08/12 BR
	TR TRAN# = CS000109000023 TR CD = 146 REG = 0 PORT = PRIN				
12/08/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION 2011 ANNUAL FUND \$1 FOR \$1 LEHNER FAMILY	-400.00		-400.00	1112000011 **CHANGED** 03/08/12 BR

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	FOUNDATION OPERATING CHALLENGE GRANT FOR TA PAID TO: STAN HYWET HALL & GARDENS INC 714 NORTH PORTAGE PATH AKRON, OH 44303-1399 TR TRAN# = CS000109000026 TR CD = 146 REG = 0 PORT = PRIN				
12/08/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION DEVELOPMENT, CONSTRUCTION AND INSTALLATION OF INTERIOR RICHARD HOWE HOUSE EXHIBITS FOR TA PAID TO: OHIO & ERIE CANALWAY COALITION 47 WEST EXCHANGE STREET AKRON, OH 44308 TR TRAN# = CS000109000024 TR CD = 146 REG = 0 PORT = PRIN	-400 00		-400.00	1112000010 **CHANGED** 03/08/12 BR
12/08/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION W. PAUL AND THORA J. MILLS ENDOWED SCHOLARSHIP FUND FOR TA PAID TO: UNIVERSITY OF AKRON- SCHOOL OF LAW AKRON, OH 44325-2901 TR TRAN# = CS000109000028 TR CD = 146 REG = 0 PORT = PRIN	-10000.00		-10000.00	1112000012 **CHANGED** 03/08/12 BR
12/08/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION BROKEN HEART AND LITTLE HEARTS FUNDS FOR THOSE WHO DO NOT HAVE INSURANCE OR CANNOT PAY FOR COUNSELING SERVICES FOR TA PAID TO: EMERGE MINISTRIES INC. 900 MULL AVENUE AKRON, OH 44313-7597 TR TRAN# = CS000109000030 TR CD = 146 REG = 0 PORT = PRIN	-400.00		-400.00	1112000013 **CHANGED** 03/08/12 BR
12/08/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION TRANSPORTATION ASSISTANCE PROGRAM IN SUMMIT COUNTY AREA FOR TA PAID TO: NATIONAL MULTIPLE SCLEROSIS SOCIETY OHIO BUCKEYE CHAPTER 6155 ROCKSIDE ROAD, SUITE 202 INDEPENDENCE, OH 44131 TR TRAN# = CS000109000032 TR CD = 146 REG = 0 PORT = PRIN	-500.00		-500.00	1112000014 **CHANGED** 03/08/12 BR
12/08/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FREE CLINIC AND GROWING MENTAL HEALTH PROGRAM FOR TA PAID TO: OPPORTUNITY PARISH ECUMENICAL NEIGHBORHOOD-MINISTRY OPEN M 941 PRINCETON STREET AKRON, OH 44311 TR TRAN# = CS000109000034 TR CD = 146 REG = 0 PORT = PRIN	-2000 00		-2000.00	1112000015 **CHANGED** 03/08/12 BR
12/08/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION WOMEN AND CHILDREN IN CRISIS PROGRAM TO MEET EMERGENCY NEEDS OF APPROXIMATELY 500 HOMELESS IN 2011 FOR TA PAID TO: ACCESS INC 230 W. MARKET STREET AKRON, OH 44303 TR TRAN# = CS000109000035 TR CD = 146 REG = 0 PORT = PRIN	-1000 00		-1000.00	1112000016 **CHANGED** 03/08/12 BR
12/08/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL OPERATING EXPENSES FOR TA PAID TO: AKRON-CANTON REGIONAL FOODBANK 350 OPPORTUNITY PARKWAY AKRON, OH 44307-2234 TR TRAN# = CS000109000037 TR CD = 146 REG = 0 PORT = PRIN	-6000.00		-6000.00	1112000017 **CHANGED** 03/08/12 BR
12/08/11	CASH DISBURSEMENT	-1000 00		-1000.00	1112000018

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
CHARITABLE CONTRIBUTION				
ENTREPRENEURSHIP MERIT BADGE CAREER PROGRAMS				
FOR: TA				
PAID TO:				
BOYS SCOUTS OF AMERICA-				
GREAT TRAIL COUNCIL				
1601 S MAIN STREET				
AKRON, OH 44301				
TR TRAN#	CS000109000038	TR CD=146	REG=0	PORT=PRIN
12/08/11	CASH DISBURSEMENT	-1000.00	-1000.00	1112000021
CHARITABLE CONTRIBUTION				
COSTS OF FOOD, SHELTER AND CARE TO HUNDREDS DAILY				
FOR: TA				
PAID TO:				
HAVEN OF REST MINISTRIES INC				
175 EAST MARKET STREET				
AKRON, OH 44309-0547				
TR TRAN#	CS000109000043	TR CD=146	REG=0	PORT=PRIN
12/08/11	CASH DISBURSEMENT	-1000.00	-1000.00	1112000019
CHARITABLE CONTRIBUTION				
POSITIVE FUTURES PROGRAM FOR AT-RISK SUMMIT COUNTY				
YOUTH CONDUCTED WEEKLY AT SAFE LANDING YOUTH				
SHELTER AND SUMMIT COUNTY JUVENILE				
DETENTION CENTER				
FOR: TA				
PAID TO:				
GIRL SCOUTS OF NORTH EAST OHIO				
ONE GIRL SCOUT WAY				
MACEDONIA, OH 44056-2156				
TR TRAN#	CS000109000039	TR CD=146	REG=0	PORT=PRIN
12/08/11	CASH DISBURSEMENT	-500.00	-500.00	1112000020
CHARITABLE CONTRIBUTION				
EXPAND TEENAGE PARENT PROGRAM TO INCLUDE PARENTS				
AGE 20-24 AND THEIR CHILDREN				
FOR: TA				
PAID TO:				
GREENLEAF FAMILY CENTER				
212 EAST EXCHANGE STREET				
AKRON, OH 44304				
TR TRAN#	CS000109000041	TR CD=146	REG=0	PORT=PRIN
12/08/11	CASH DISBURSEMENT	-2000.00	-2000.00	1112000023
CHARITABLE CONTRIBUTION				
HOT MEALS PROGRAM				
FOR: TA				
PAID TO:				
SALVATION ARMY-SUMMIT COUNTY				
AREA SERVICES				
190 SOUTH MAPLE STREET				
AKRON, OH 44302-0549				
TR TRAN#	CS000109000046	TR CD=146	REG=0	PORT=PRIN
12/08/11	CASH DISBURSEMENT	-500.00	-500.00	1112000024
CHARITABLE CONTRIBUTION				
RENOVATION AND REMODELING OF UPPER ROOM MULTI USE				
COMMUNITY CENTER				
FOR: TA				
PAID TO:				
SOUTH STREET MINISTRIES				
130 W. SOUTH STREET				
AKRON, OH 44311				
TR TRAN#	CS000109000047	TR CD=146	REG=0	PORT=PRIN
12/08/11	CASH DISBURSEMENT	-500.00	-500.00	1112000025
CHARITABLE CONTRIBUTION				
9 MONTH RECOVERY PROGRAM FOR MEN REENTERING THE				
COMMUNITY FROM PRISON, INCLUDING HOUSING AND				
EMPLOYMENT TRAINING				
FOR: TA				
PAID TO:				
TRULY REACHING YOU				
P O. BOX 814				
AKRON, OH 44309				
TR TRAN#	CS000109000049	TR CD=146	REG=0	PORT=PRIN
12/08/11	CASH DISBURSEMENT	-2000.00	-2000.00	1112000022
CHARITABLE CONTRIBUTION				
FOR THOSE WHO ARE UNABLE TO PAY COSTS OF MEALS AND				
MEDICALLY PRESCRIBED SUPPLEMENTS				
FOR: TA				
PAID TO:				
MOBILE MEALS INC				
1063 SOUTH BROADWAY STREET				
AKRON, OH 44311-2340				
TR TRAN#	CS000109000044	TR CD=146	REG=0	PORT=PRIN

ACCT L668 14079-00
PREP:3813 ADMN:17 INV:4

FIRSTMERIT BANK, NA
TAX TRANSACTION DETAIL

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RUN 03/15/2012
11.24 08 AM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
12/08/11 CASH DISBURSEMENT	-400.00		-400.00	1112000026
CHARITABLE CONTRIBUTION			**CHANGED**	03/08/12 BR
GENERAL SUPPORT				
FOR: TA				
PAID TO:				
CYSTIC FIBROSIS FOUNDATION				
SUMMIT COUNTY CHAPTER				
944 WYE DRIVE				
AKRON, OH 44303-1119				
TR TRAN#=CS000109000051				
TR CD=146				
REG=0				
PORT=PRIN				
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS	-63900 00	0.00	-63900 00	
	=====	=====	=====	

FIRSTMERIT BANK, N.A.
TRUSTEE OF THE
W. PAUL MILLS AND THORA J. MILLS
MEMORIAL FOUNDATION
U/A/D 6/28/1996

ACCOUNT 14079-00

STATEMENT OF ACCOUNT

FOR THE PERIOD

12/01/11 THROUGH 12/31/11

THOMSONREUTE
THOMSON REUTERS
ATTN: JEFF MASLANICH
24481 DETROIT RD, STE 400
WESTLAKE, OH 44145

IF YOU HAVE ANY QUESTIONS
CONCERNING YOUR ACCOUNT, PLEASE CONTACT:

BRENDA J. MOUBRAY
(330) 384-7301 / (888) 384-6388

OR

CHRISTOPHER M. DAVIS
(330) 384-7268 / (888) 384-6388

WEALTH MANAGEMENT SERVICES
106 SOUTH MAIN STREET 5TH FLOOR
AKRON, OH 44308

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MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

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ACCOUNT SUMMARY

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

FOR THE PERIOD 12/01/11 THROUGH 12/31/11

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	<u>THIS PERIOD</u>	<u>CALENDAR YEAR-TO-DATE</u>
BEGINNING MARKET VALUE	1,293,592.96	1,367,346.36
ADDITIONS	0.00	12,151.87
DISTRIBUTIONS	31,450.73-	99,020.76-
INCOME	7,499.69	32,428.96
REALIZED CAPITAL GAINS/LOSSES	10,810.49	57,289.34
UNREALIZED CAPITAL GAINS/LOSSES	23,661.67-	113,405.03-
ENDING MARKET VALUE	1,256,790.74	1,256,790.74

CASH AND MONEY MARKET SUMMARY

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

FOR THE PERIOD 12/01/11 THROUGH 12/31/11

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CALENDAR
YEAR-TO-DATE

THIS
PERIOD

67,754.42

187,264.35

12,151.87

0.00

DISTRIBUTIONS

PAYMENTS TO OR FOR BENEFICIARIES

FEES

EXPENSES

OTHER DISBURSEMENTS

0.00

1,269.13-

30,110.74-

70.85-

0.00

22,517.62-

64,181.87-

12,321.27-

TOTAL DISTRIBUTIONS

31,450.73-

99,020.76-

INCOME

TAXABLE INTEREST

NON-TAXABLE INTEREST

TAXABLE DIVIDENDS

NON TAXABLE DIVIDENDS

OTHER INCOME

CAPITAL GAINS/DISTRIBUTIONS

0.00

0.00

6,546.36

0.00

0.00

953.33

14,634.26

0.00

16,841.37

0.00

0.00

953.33

TOTAL INCOME

7,499.69

32,428.96

BUY AND SELL ACTIVITY

PURCHASES

SALES

188,377.51-

101,801.32

644,666.91-

708,089.54

TOTAL BUY AND SELL ACTIVITY

86,576.19-

63,422.63

ENDING CASH BALANCE

0.00

0.00

ENDING MONEY MARKET BALANCE

76,737.12

76,737.12

ASSET SUMMARY

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

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AS OF 12/31/11

ASSET CATEGORY	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>PRINCIPAL PORTFOLIO</u>						
PRINCIPAL CASH	19,353.26-	1.54-%	19,353.26-			
MONEY MARKET FUNDS	76,737.12	6.11 %	76,737.12	0.00	8	0.01 %
U.S. GOVERNMENT AGENCIES	185,017.10	14.72 %	181,496.48	3,520.62	4,941	2.67 %
CORPORATE & FOREIGN BONDS	131,151.00	10.44 %	125,065.00	6,086.00	6,194	4.72 %
COMMON EQUITY SECURITIES	384,569.90	30.60 %	311,187.17	73,382.73	7,996	2.08 %
CLOSED END EQUITY MUTUAL FUND	379,169.73	30.17 %	406,331.32	27,161.59-	7,159	1.89 %
TAXABLE FIXED INCOME FUNDS	100,145.89	7.97 %	100,953.33	807.44-	4,615	4.61 %
PRINCIPAL PORTFOLIO TOTAL	<u>1,237,437.48</u>	<u>98.46 %</u>	<u>1,182,417.16</u>	<u>55,020.32</u>	<u>30,912</u>	<u>2.46 %</u>
<u>INCOME PORTFOLIO</u>						
INCOME CASH	19,353.26	1.54 %	19,353.26			
TOTAL ASSETS	<u>1,256,790.74</u>	<u>100.00 %</u>	<u>1,201,770.42</u>	<u>55,020.32</u>	<u>30,912</u>	<u>2.46 %</u>

LIST OF ASSETS

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

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AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>PRINCIPAL PORTFOLIO</u>							
	PRINCIPAL CASH	19,353.26-	1.54-%	19,353.26-			
<u>MONEY MARKET FUNDS</u>							
76,737.12	FEDERATED PRIME OBLIGATIONS FUND	76,737.12 1.000	6.11 %	76,737.12	0.00	8	0.01 %
<u>U.S. GOVERNMENT AGENCIES</u>							
50,000	FEDERAL FARM CREDIT BANK DTD 02/24/2009 2.250% 04/24/2012 NON CALLABLE	50,323.50 100.647	4.00 %	50,925.00	601.50-	1,125	2.24 %
30,000	FEDERAL NATIONAL MORTGAGE ASSN MEDIUM TERM NOTE DTD 11/26/1997 6.260% 11/26/2012	31,601.10 105.337	2.51 %	30,309.48	1,291.62	1,878	5.94 %
50,000	FEDERAL NATIONAL MORTGAGE ASSN DTD 07/09/2010 1.250% 08/20/2013 NON CALLABLE	50,700.00 101.400	4.03 %	50,495.00	205.00	625	1.23 %
50,000	FEDERAL FARM CREDIT BANK DTD 04/17/2009 2.625% 04/17/2014 NON CALLABLE	52,392.50 104.785	4.17 %	49,767.00	2,625.50	1,313	2.51 %
TOTAL U.S. GOVERNMENT AGENCIES		185,017.10	14.72 %	181,496.48	3,520.62	4,941	2.67 %

LIST OF ASSETS

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

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AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>CORPORATE & FOREIGN BONDS</u>							
25,000	BANK OF AMERICA CORPORATION DTD 09/25/2002 4.875% 09/15/2012	25,160.50 100.642	2.00 %	24,690.00	470.50	1,219	4.84 %
50,000	GENERAL ELECTRIC COMPANY DTD 01/28/2003 5.000% 02/01/2013	52,105.00 104.210	4.15 %	49,500.00	2,605.00	2,500	4.80 %
50,000	ANHEUSER-BUSCH COMPANIES INC DTD 09/12/2003 4.950% 01/15/2014	53,885.50 107.771	4.29 %	50,875.00	3,010.50	2,475	4.59 %
TOTAL CORPORATE & FOREIGN BONDS					6,086.00	6,194	4.72 %
<u>COMMON EQUITY SECURITIES</u>							
285	ABBOTT LABS	16,025.55 56.230	1.28 %	13,374.96	2,650.59	547	3.41 %
270	AMERICAN EXPRESS CO	12,735.90 47.170	1.01 %	12,067.36	668.54	194	1.52 %
50	APPLE INC	20,250.00 405.000	1.61 %	7,855.35	12,394.65	0	0.00 %
298	AUTOMATIC DATA PROCESSING INC	16,094.98 54.010	1.28 %	15,161.12	933.86	471	2.93 %
78	BLACKROCK INC CL A	13,902.72 178.240	1.11 %	13,268.99	633.73	429	3.09 %

LIST OF ASSETS

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

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AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
127	CHEVRON CORPORATION	13,512.80 106.400	1.08 %	7,044.48	6,468.32	411	3.04 %
140	COCA COLA CO	9,795.80 69.970	0.78 %	7,327.55	2,468.25	263	2.68 %
280	DANAHER CORP	13,171.20 47.040	1.05 %	10,887.74	2,283.46	28	0.21 %
282	ECOLAB INC	16,302.42 57.810	1.30 %	12,629.92	3,672.50	226	1.39 %
661	EMC CORP/MASS	14,237.94 21.540	1.13 %	16,022.31	1,784.37-	0	0.00 %
192	EXXON MOBIL CORPORATION	16,273.92 84.760	1.29 %	8,990.40	7,283.52	361	2.22 %
81	INTERNATIONAL BUSINESS MACHINES CORP	14,894.28 183.880	1.19 %	15,151.87	257.59-	243	1.63 %
122	JM SMUCKER CO/THE-NEW	9,536.74 78.170	0.76 %	8,267.75	1,268.99	234	2.45 %
145	JOHNSON & JOHNSON	9,509.10 65.580	0.76 %	8,077.95	1,431.15	331	3.48 %
162	MCDONALDS CORP	16,253.46 100.330	1.29 %	8,835.45	7,418.01	454	2.79 %

LIST OF ASSETS

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

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AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
487	MICROSOFT CORP	12,642.52 25.960	1.01 %	11,325.87	1,316.65	390	3.08 %
138	NIKE INC-CLASS B	13,299.06 96.370	1.06 %	7,020.36	6,278.70	199	1.50 %
494	ORACLE CORPORATION	12,671.10 25.650	1.01 %	14,794.14	2,123.04-	119	0.94 %
241	PEPSICO INC	15,990.35 66.350	1.27 %	13,682.03	2,308.32	496	3.10 %
90	PRAXAIR INC	9,621.00 106.900	0.77 %	5,167.71	4,453.29	180	1.87 %
203	PROCTER & GAMBLE CO	13,542.13 66.710	1.08 %	7,759.68	5,782.45	426	3.15 %
181	PRUDENTIAL FINL INC	9,071.72 50.120	0.72 %	7,904.65	1,167.07	262	2.89 %
166	SCHLUMBERGER LTD	11,339.46 68.310	0.90 %	10,007.21	1,332.25	166	1.46 %
390	TEVA PHARMACEUTICAL INDS LTD AMERICAN DEPOSITORY RECEIPT	15,740.40 40.360	1.25 %	18,786.03	3,045.63-	306	1.94 %
130	UNION PAC CORP	13,772.20 105.940	1.10 %	10,645.92	3,126.28	312	2.27 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
204	UNITED TECHNOLOGIES CORP	14,910.36 73.090	1.19 %	11,197.76	3,712.60	392	2.63 %
590	US BANCORP NEW	15,959.50 27.050	1.27 %	16,169.98	210.48-	295	1.85 %
229	YUM! BRANDS INC	13,513.29 59.010	1.08 %	11,762.63	1,750.66	261	1.93 %
TOTAL COMMON EQUITY SECURITIES		384,569.90	30.60 %	311,187.17	73,382.73	7,996	2.08 %
<u>CLOSED END EQUITY MUTUAL FUND</u>							
619	HEALTH CARE SELECT SECTOR SPDR SECTOR INDEX FUND	21,473.11 34.690	1.71 %	21,187.85	285.26	422	1.97 %
416	ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	22,900.80 55.050	1.82 %	24,783.51	1,882.71-	213	0.93 %
548	ISHARES RUSSELL MIDCAP INDEX FUND	53,934.16 98.420	4.29 %	51,546.03	2,388.13	854	1.58 %
208	ISHARES TR S&P SMALLCAP/600 BARRA GROWTH INDEX FUND	15,489.76 74.470	1.23 %	14,760.99	728.77	100	0.65 %
398	MARKET VECTORS AGRIBUSINESS	18,765.70 47.150	1.49 %	21,817.69	3,051.99-	121	0.64 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
276	SPDR DJ WILSHIRE INTL REAL ESTATE ETF	8,785.08 31.830	0.70 %	11,173.63	2,388.55-	373	4.25 %
348	SPDR DOW JONES REIT ETF	22,411.20 64.400	1.78 %	20,533.68	1,877.52	707	3.15 %
322	SPDR GOLD TRUST	48,940.78 151.990	3.89 %	51,534.41	2,593.63-	0	0.00 %
263	THE VANGUARD GROUP INC ENERGY ETF	26,513.03 100.810	2.11 %	29,122.65	2,609.62-	426	1.61 %
445	UTILITIES SELECT SECTOR SPDR	16,011.10 35.980	1.27 %	14,782.42	1,228.68	609	3.80 %
923	VANGUARD FTSE ALL-WORLD EX-US INDEX FUND	36,596.95 39.650	2.91 %	40,995.79	4,398.84-	1,264	3.45 %
2,286	VANGUARD MSCI EMERGING MARKETS ETF	87,348.06 38.210	6.95 %	104,092.67	16,744.61-	2,071	2.37 %
TOTAL CLOSED END EQUITY MUTUAL FUND		379,169.73	30.17 %	406,331.32	27,161.59-	7,159	1.89 %
<u>TAXABLE FIXED INCOME FUNDS</u>							
1,779.359	LOOMIS SAYLES BOND FUND	24,786.47 13.930	1.97 %	25,000.00	213.53-	1,564	6.31 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
7,543.485	VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND	75,359.42 9.990	6.00 %	75,953.33	593.91-	3,051	4.05 %
	TOTAL TAXABLE FIXED INCOME FUNDS	100,145.89	7.97 %	100,953.33	807.44-	4,615	4.61 %
	PRINCIPAL PORTFOLIO TOTAL	1,237,437.48	98.46 %	1,182,417.16	55,020.32	30,912	2.50 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>INCOME PORTFOLIO</u>							
	INCOME CASH	19,353.26	1.54 %	19,353.26			
		<u>1,256,790.74</u>	<u>100.00 %</u>	<u>1,201,770.42</u>	<u>55,020.32</u>	<u>30,912</u>	<u>2.46 %</u>
TOTAL ASSETS							