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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation J J MILLER FOUNDATION		A Employer identification number 57-6055700
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062	Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		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 ▶ \$ 857,454	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	21,744	21,318		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	32,183			
b Gross sales price for all assets on line 6a	457,361			
7 Capital gain net income (from Part IV, line 2)		32,183		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	53,927	53,501	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	12,531	8,273		4,258
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	2,000	0	0	2,000
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	644	294	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	0	0	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	15,175	8,567	0	6,258
25 Contributions, gifts, grants paid	30,900			30,900
26 Total expenses and disbursements. Add lines 24 and 25	46,075	8,567	0	37,158
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	7,852			
b Net investment income (if negative, enter -0-)		44,934		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

Part II Balance Sheets		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	929	865	865
	2 Savings and temporary cash investments	46,659	36,902	36,902
	3 Accounts receivable ▶	0		
	Less allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0		
	Less allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0		
	Less allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ▶	0		
	Less accumulated depreciation (attach schedule) ▶	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	846,853	863,048	819,687
	14 Land, buildings, and equipment basis ▶	0		
	Less accumulated depreciation (attach schedule) ▶	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	894,441	900,815	857,454
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	894,441	900,815	
	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)	894,441	900,815	
	31 Total liabilities and net assets/fund balances (see instructions)	894,441	900,815	

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	894,441
2 Enter amount from Part I, line 27a	2	7,852
3 Other increases not included in line 2 (itemize) ▶ <u>MUTUAL FUND CTF INCOME ADDITIONS</u>	3	1,019
4 Add lines 1, 2, and 3	4	903,312
5 Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	2,497
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	900,815

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
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	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	32,183
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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.

(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	36,071	837,974	0.043045
2009	33,500	722,486	0.046368
2008	45,377	902,389	0.050285
2007	53,069	1,094,277	0.048497
2006	48,014	1,018,144	0.047158
2 Total of line 1, column (d)			2 0.235353
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 0.047071
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 902,888
5 Multiply line 4 by line 3			5 42,500
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 449
7 Add lines 5 and 6			7 42,949
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 37,158

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

1 a 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	899
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	899
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	899
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	323	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	323	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	576	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)?		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. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		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?		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		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?	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>SC</u>		
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		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)?		X
10 Did any persons become substantial contributors during the tax year?		X

Part VII-A Statements Regarding Activities

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 WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 19106-2112			
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 N/A	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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?	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5b N/A

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

6b X

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?

7b N/A

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
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	11,031	0	0
STEPHEN R STEINBURG 307 BERMUDA TOWN ROW MOUNT PLEASA	DIRECTOR 00	500	0	0
SONIA C. CHERRY 101 COOPER DRIVE SANTEE SC 29142	DIRECTOR 00	500	0	0
SUE DANIELS PO BOX 682 ELLOREE SC 29047	DIRECTOR 00	500	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				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**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		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services

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

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	872,948
b	Average of monthly cash balances	1b	43,690
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	916,638
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	
3	Subtract line 2 from line 1d	3	916,638
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,750
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	902,888
6	Minimum investment return. Enter 5% of line 5	6	45,144

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	45,144
2a	Tax on investment income for 2011 from Part VI, line 5	2a	899
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	899
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	44,245
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	44,245
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	44,245

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	37,158
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	37,158
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,158

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				44,245
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,335	
b Total for prior years 20____, 20____, 20____		0		
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	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 37,158				
a Applied to 2010, but not more than line 2a			4,335	
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				32,823
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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 instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				11,422
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b** 85% of line 2a

- 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

- 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**

[illegible]

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

DAVID M MILLER ONE WEST FOURTH STREET, 2ND FLOOR WINSTON-SALEM NC 27101 336-7478182

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

CONTACT TRUST OFFICER FOR LIMITS, DEADLINES, AND APPLICATION

- c Any submission deadlines**

CONTACT TRUST OFFICER FOR LIMITS, DEADLINES, AND APPLICATION

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

CONTACT TRUST OFFICER FOR LIMITS, DEADLINES, AND APPLICATION

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 See Attached Statement				
Total			▶ 3a	30,900
b 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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____		0		0	0
b _____		0		0	0
c _____		0		0	0
d _____		0		0	0
e _____		0		0	0
f _____		0		0	0
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	21,744	
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	32,183	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____		0		0	0
b _____		0		0	0
c _____		0		0	0
d _____		0		0	0
e _____		0		0	0
12 Subtotal. Add columns (b), (d), and (e)		0		53,927	0
13 Total. Add line 12, columns (b), (d), and (e)				53,927	53,927

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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

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

[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

**Sign
Here**

John A. Sulentic

4/18/2012

VP AND TAX DIRECTOR

Signature of officer or trustee

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

Preparer's signature

Date _____

Check ☒ if self-employed

PTIN

JOSEPH J. CASTRIANO

4/18/2012

P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no 412-355-6000

J J MILLER FOUNDATION

57-6055700 Page 1 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ADDLESTONE HEBREW ACADEMY

Street

1639 RAOUL WALLENBERG BOULEVARD

City

CHARLESTON

State

SC

Zip Code

29407

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

PINEGROVE LUTHERAN CHURCH

Street

2653 MCCORDS FERRY ROAD

City

CARNERON

State

SC

Zip Code

29030

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

TEMPLE SINAI

Street

226 WATERFORD PARKWAY

City

ORANGEBURG

State

SC

Zip Code

29118

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,100

Name

ST MATTHEWS K-8 SCHOOL

Street

135 SAINTS AVE

City

ST MATTHEWS

State

SC

Zip Code

29135

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

COLLEGE OF CHARLESTON

Street

66 GEORGE STREET

City

CHARLESTON

State

SC

Zip Code

29424

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,600

Name

THE COLUMBIA JEWISH DAY SCHOOL

Street

5827 N TRENHOLM ROAD

City

COLOMBA

State

SC

Zip Code

29205

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,600

J J MILLER FOUNDATION

57-6055700 Page 2 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ELLOREE ELEMENTARY SCHOOL

Street

200 WARRIOR DR

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,400

Name

ELLOREE FIRST BAPTIST CHURCH

Street

6208 OLD NUMBER SIX HWY

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

ELLOREE HERITAGE MUSEUM & CULTURAL CENTER

Street

2714 CLEVELAND ST

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

FELLOWSHIP OF PRAISE

Street

9112 OLD NUMBER SIX HWY

City

SANTEE

State

SC

Zip Code

29142

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

HOPE LUTHERAN CHURCH

Street

1400 KENNERLY ROAD

City

IRMO

State

SC

Zip Code

29063

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

JERUSALEM UNITED ETHODIST CHURCH

Street

501 BARKLEY STREET

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

J J MILLER FOUNDATION

57-6055700 Page 3 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

LAKE MARION CHRISTIAN FELLOWSHIP

Street

2224 STATE PARK ROAD

City

SANTEE

State

SC

Zip Code

29142

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

ORANGEBURG-CALHOUN TECHNICAL COLLEGE FOUNDATION

Street

3250 ST. MATTHEWS ROAD

City

ORANGEBURG

State

SC

Zip Code

29118

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

RAMBAM DAY SCHOOL

Street

5111 ABERCORN STREET

City

SAVANNAH

State

GA

Zip Code

31405

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,600

Name

SYNAGOGUE EMANU-EL

Street

5 WINDSOR DRIVE

City

CHARLESTON

State

SC

Zip Code

29407

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,600

Name

JOE MILLER PARK

Street

PO BOX 13318

City

JAMES ISLAND

State

SC

Zip Code

29422

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

ELLOREE UNITED METHODIST CHURCH

Street

PO DRAWER

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Cost, Other		Net Gain	
										Basis and Expenses		or Loss	
										457,361		32,183	
										0		0	
										0		0	
										425,178		0	
										0		0	
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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Amount		Totals			
Long Term CG Distributions										2,764	Securities				
Short Term CG Distributions										0	Other sales				
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	
52	X	PIMCO FOREIGN BOND (UNH	722005220			10/22/2008		1/26/2011	4,710	4,099				611	
53	X	T ROWE PRICE SHORT TERM	77957P105			10/12/2010		1/26/2011	6,290	6,355				-65	
54	X	T ROWE PRICE SHORT TERM	77957P105			10/12/2010		4/26/2011	28,035	28,266				-231	
55	X	T ROWE PRICE REAL ESTATE	779919109			10/22/2008		1/26/2011	7,893	4,926				2,967	
56	X	T ROWE PRICE REAL ESTATE	779919109			12/18/2007		1/26/2011	901	928				-27	
57	X	T ROWE PRICE REAL ESTATE	779919109			5/20/2008		1/26/2011	13,909	15,896				-1,987	
58	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		10/20/2011	1,145	1,415				-270	
59	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		10/20/2011	236	291				-55	
60	X	SSGA EMERGING MARKETS F	784924425			10/22/2008		1/26/2011	13,109	6,196				6,913	
61	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		4/26/2011	1,939	1,717				222	
62	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		10/20/2011	1,678	1,892				-214	
63	X	VANGUARD INFLAT PROTECT	922031869			7/6/2007		1/26/2011	2,874	2,545				329	
64	X	VANGUARD INFLAT PROTECT	922031869			6/27/2006		1/26/2011	11,488	10,282				1,206	
65	X	VANGUARD MSCI EMERGING N	922042858			1/26/2011		4/26/2011	755	716				39	
66	X	VANGUARD REIT VIPER	922908553			1/26/2011		4/26/2011	11,560	10,716				844	
67	X	VANGUARD REIT VIPER	922908553			1/26/2011		10/20/2011	2,798	2,972				-174	
										457,361	425,178		32,183		
										0	0		0		

Line 16b (990-PF) - Accounting Fees

		2,000	0	0	2,000
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only) 2,000
1	TAX PREP FEES	2,000			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	27			
2	ESTIMATED EXCISE TAX PAID	323			
3	FOREIGN TAX WITHHELD	294	294		
4					
5					
6					
7					
8					
9					
10					
		644	294	0	0

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND CTF INCOME ADDITIONS	1	1,019
2	Total	2	1,019

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	1,279
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	1,218
3	Total	3	2,497

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount		Totals													0		425,178		29,419		0		0		29,419		
		Long Term CG Distributions		Short Term CG Distributions		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj. Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1	AMER CENT SMALL CAP GRWTH INST #025083320		2,764		0					10/22/2008	1/26/2011			5,914	0	3,672	2,242												2,242
2	AMER CENT SMALL CAP GRWTH INST #025083320									12/3/2007	1/26/2011			9,848	0	10,054	-206												-206
3	ARTISAN INTERNATIONAL FUND #661					04314H204				1/28/2011	8/10/2011			9,465	0	10,395	-930												-930
4	ARTIO INTERNATIONAL EQ FD II #1529					04315J837				6/27/2006	1/26/2011			24,680	0	24,306	374												374
5	CREDIT SUISSE COMM RT ST-CO #215622544R305									10/12/2010	1/26/2011			993	0	967	26												26
6	CREDIT SUISSE COMM RT ST-CO #215622544R305									10/12/2010	4/26/2011			2,570	0	2,305	265												265
7	DIAMOND HILL LONG-SHORT FD CL I #25264S833									4/28/2011	10/20/2011			275	0	291	-16												-16
8	DIAMOND HILL LONG-SHORT FD CL I #25264S833									1/28/2011	10/20/2011			626	0	636	-10												-10
9	DODGE & COX INT'L STOCK FD #1048									4/28/2011	8/10/2011			103	0	132	-29												-29
10	DODGE & COX INT'L STOCK FD #1048									1/11/2007	8/10/2011			1,846	0	2,652	-806												-806
11	DODGE & COX INCOME FD COM #147									10/12/2010	8/10/2011			8,070	0	8,010	60												60
12	DODGE & COX STOCK FUND #145									9/27/2002	1/26/2011			26,825	0	19,868	6,957												6,957
13	DREYFUS EMG MKT DEBT LOC C-I #608									12/17/2010	4/26/2011			183	0	172	11												11
14	DREYFUS/THE BOSTON CA S/C - I #694									12/3/2007	1/26/2011			10,265	0	10,410	-145												-145
15	DREYFUS/THE BOSTON CA S/C - I #694									10/22/2008	1/26/2011			3,377	0	2,140	1,237												1,237
16	DREYFUS/THE BOSTON CA S/C - I #694									12/14/2007	1/26/2011			1,352	0	1,254	98												98
17	DREYFUS/THE BOSTON CA S/C - I #694									12/14/2007	1/26/2011			409	0	379	30												30
18	JP MORGAN MID CAP VALUE-I #758									1/28/2011	4/26/2011			506	0	471	35												35
19	GOLDMAN SACHS GRTH OPP FD-I #113									1/28/2011	4/26/2011			796	0	733	63												63
20	GOLDMAN SACHS GRTH OPP FD-I #113									1/28/2011	10/20/2011			1,560	0	1,709	-149												-149
21	HARBOR CAPITAL APRCION-INST #20									10/12/2010	1/26/2011			11,138	0	9,967	1,171												1,171
22	HARBOR CAPITAL APRCION-INST #20									10/12/2010	4/26/2011			1,065	0	906	159												159
23	HARBOR CAPITAL APRCION-INST #20									10/12/2010	8/10/2011			1,938	0	1,879	59												59
24	HARBOR CAPITAL APRCION-INST #20									10/12/2010	10/20/2011			4,838	0	4,396	442												442
25	HUSSMAN STRATEGIC GROWTH FUND									12/17/2010	8/10/2011			4,773	0	4,773	0												0
26	ISHARES S & P 500 INDEX FUND									1/26/2011	8/10/2011			2,643	0	3,000	-357												-357
27	ISHARES S & P 500 INDEX FUND									1/26/2011	10/20/2011			2,677	0	2,869	-192												-192
28	ISHARES IBOX \$ INV GR CORP BD FD									10/12/2010	1/26/2011			20,724	0	21,670	-946												-946
29	JP MORGAN INTREPID GR-SEL #1202									12/19/2008	1/26/2011			10,421	0	6,563	3,858												3,858
30	JP MORGAN INTREPID GR-SEL #1202									7/27/2007	1/26/2011			10,146	0	10,537	-391												-391
31	JP MORGAN INTREPID GR-SEL #1202									7/6/2007	1/26/2011			16,067	0	17,362	-1,295												-1,295
32	KEELEY SMALL CAP VAL FD CL I #2251									1/28/2011	4/26/2011			936	0	851	85												85
33	KEELEY SMALL CAP VAL FD CL I #2251									1/28/2011	10/20/2011			1,437	0	1,603	-166												-166
34	LAUDUS MONDRIAN INTL FI-INST #2940									1/28/2011	8/10/2011			31,121	0	29,000	2,121												2,121
35	LAUDUS MONDRIAN INTL FI-INST #2940									4/28/2011	8/10/2011			528	0	515	13												13
36	LAUDUS MONDRIAN INTL FI-INST #2940									12/17/2010	8/10/2011			5,391	0	4,904	487												487
37	MFS VALUE FUND-CLASS I #893									1/28/2011	4/26/2011			270	0	256	14												14
38	MFS VALUE FUND-CLASS I #893									1/28/2011	10/20/2011			1,567	0	1,673	-106												-106
39	MAINSTAY EP US EQUITY-INS #1204									4/28/2011	10/20/2011			1,572	0	1,798	-226												-226
40	MERGER FD SH BEN INT #260									4/28/2011	10/20/2011			332	0	341	-9												-9
41	MERGER FD SH BEN INT #260									12/17/2010	10/20/2011			823	0	835	-12												-12
42	MUNDER MIDCAP CORE GROWTH FD-Y									12/19/2008	1/26/2011			8,470	0	4,920	3,550												3,550
43	MUNDER MIDCAP CORE GROWTH FD-Y									10/22/2008	1/26/2011			5,302	0	3,096	2,206												2,206
44	MUNDER MIDCAP CORE GROWTH FD-Y									3/7/2008	1/26/2011			3,733	0	3,438	295												295
45	MUNDER MIDCAP CORE GROWTH FD-Y									12/3/2007	1/26/2011			35,948	0	37,873	-1,925												-1,925
46	OPPENHEIMER DEVELOPING MKT-Y #7									12/17/2010	4/26/2011			626	0	592	34												34
47	PIMCO TOTAL RET FD-INST #35									4/28/2011	8/10/2011			8,096	0	8,045	51												51
48	PIMCO HIGH YIELD FD-INST #108									5/20/2008	1/26/2011			23,388	0	23,611	-223												-223
49	PIMCO FOREIGN BD FD USD H-INST #1									10/22/2008	1/26/2011			6,762	0	6,150	612												612
50	PIMCO EMERG MKTS BD-INST #137									12/10/2008	1/26/2011			410	0	288	122												122
51	PIMCO EMERG MKTS BD-INST #137									6/27/2006	1/26/2011			12,472	0	11,699	773												773
52	PIMCO FOREIGN BOND (UNHEDED) #									10/22/2008	1/26/2011			4,710	0	4,099	611												611
53	T ROWE PRICE SHORT TERM BD FD #5									10/12/2010	1/26/2011			6,290	0	6,355	-65												-65
54	T ROWE PRICE SHORT TERM BD FD #5									10/12/2010	4/26/2011			28,035	0	28,266	-231												-231
55	T ROWE PRICE REAL ESTATE FD #122									10/22/2008	1/26/2011			7,893	0	4,926	2,967												2,967
56	T ROWE PRICE REAL ESTATE FD #122									12/18/2007	1/26/2011			901	0	928	-27												-27
57	T ROWE PRICE REAL ESTATE FD #122									5/20/2008	1/26/2011			13,909	0	15,896	-1,987												-1,987
58	SPDR DJ WILSHIRE INTERNATIONAL R									5/2/2011	10/20/2011			1,145	0	1,415	-270												-270

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount		Totals											
Long Term CG Distributions		2,764													
Short Term CG Distributions		0													
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses		
59	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		4/29/2011	10/20/2011	236	0	291	-55			0	-55		
60	SSGA EMERGING MARKETS FD S #1510	784924425		10/22/2008	1/26/2011	13,109	0	6,196	6,913			0	6,913		
61	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	4/26/2011	1,939	0	1,717	222			0	222		
62	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	10/20/2011	1,878	0	1,892	-214			0	-214		
63	VANGUARD INFLAT PROTECT SEC FD #	922031869		7/6/2007	1/26/2011	2,874	0	2,545	329			0	329		
64	VANGUARD INFLAT PROTECT SEC FD #	922031869		6/27/2006	1/26/2011	11,488	0	10,282	1,206			0	1,206		
65	VANGUARD MSCI EMERGING MARKETS	922042858		1/26/2011	4/26/2011	755	0	716	39			0	39		
66	VANGUARD REIT VIPER	922908553		1/26/2011	4/26/2011	11,560	0	10,716	844			0	844		
67	VANGUARD REIT VIPER	922908553		1/26/2011	10/20/2011	2,798	0	2,972	-174			0	-174		

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[illegible]

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment	5/10/2011	323
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		323

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	4,335
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	4,335

Statement A

J J Miller Foundation

EIN: 57-6055700

South Carolina Attorney General does not require and prefers that we do not furnish a copy of Form 990-PF to their office.

J J MILLER FOUNDATION

57-6055700

12/31/2011

Security Description	Security Category	Account #	CUSIP	Asset Name	FMV	Fed Cost
Money Market Fund	Savings & Temp Inv	2019001793	VP0528308	FEDERATED TREAS OBL FD 68	26,495	26,495
Money Market Fund	Savings & Temp Inv	2019001793	VP0528308	FEDERATED TREAS OBL FD 68	10,408	10,408
Mutual Fund	Invest - Other	2019001793	04314H204	ARTISAN INTERNATIONAL FUND #661	44,873	48,791
Mutual Fund	Invest - Other	2019001793	256210105	DODGE & COX INCOME FD COM #147	83,388	83,824
Mutual Fund	Invest - Other	2019001793	411511504	HARBOR CAPITAL APRCTION-INST #2012	52,850	48,066
Mutual Fund	Invest - Other	2019001793	589509108	MERGER FD SH BEN INT #260	16,898	17,309
Mutual Fund	Invest - Other	2019001793	693390700	PIMCO TOTAL RET FD-INST #35	83,025	82,633
Mutual Fund	Invest - Other	2019001793	693390882	PIMCO FOREIGN BD FD USD H-INST #103	25,350	25,398
Mutual Fund	Invest - Other	2019001793	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	22,416	24,217
Mutual Fund	Invest - Other	2019001793	464287200	ISHARES S & P 500 INDEX FUND	34,639	35,058
Mutual Fund	Invest - Other	2019001793	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	23,320	23,119
Mutual Fund	Invest - Other	2019001793	256206103	DODGE & COX INT'L STOCK FD #1048	43,944	60,366
Mutual Fund	Invest - Other	2019001793	552983694	MFS VALUE FUND-CLASS I #893	27,818	28,771
Mutual Fund	Invest - Other	2019001793	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	20,939	23,030
Mutual Fund	Invest - Other	2019001793	56063J302	MAINSTAY EP US EQUITY-INS #1204	26,162	27,608
Mutual Fund	Invest - Other	2019001793	339128100	JP MORGAN MID CAP VALUE-I #758	24,547	24,060
Mutual Fund	Invest - Other	2019001793	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	33,585	33,118
Mutual Fund	Invest - Other	2019001793	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	22,555	24,223
Mutual Fund	Invest - Other	2019001793	922908553	VANGUARD REIT VIPER	32,306	30,196
Mutual Fund	Invest - Other	2019001793	922042858	VANGUARD MSCI EMERGING MARKETS ETF	23,385	27,843
Mutual Fund	Invest - Other	2019001793	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	23,755	27,712
Mutual Fund	Invest - Other	2019001793	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	27,565	34,669
Mutual Fund	Invest - Other	2019001793	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	17,697	17,126
Mutual Fund	Invest - Other	2019001793	76628T645	RIDGEWORTH SEIX HY BD-I #5855	44,234	46,276
Mutual Fund	Invest - Other	2019001793	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	40,945	45,186
Mutual Fund	Invest - Other	2019001793	487300808	KEELEY SMALL CAP VAL FD CL I #2251	23,494	24,450
Cash		2019001793			865	865
Total					857,455	900,815
Cash					865	865
Invest - Other					819,687	863,048
Savings & Temp Inv					36,902	36,902