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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

J J MILLER FOUNDATION

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

City or town, state, and ZIP code

Philadelphia PA 19106-2112

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeH Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method. Cash Accrual
 Other (specify) -----

► \$ 857,454

A Employer identification number

57-6055700

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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 | | |
| Operating and Administrative Expenses | 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 |
| | 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 |
| | b Accounting fees (attach schedule) | 2,000 | 0 | 2,000 |
| | c Other professional fees (attach schedule) | 0 | 0 | 0 |
| | 17 Interest | | | |
| | 18 Taxes (attach schedule) (see instructions) | 644 | 294 | 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 |
| | 24 Total operating and administrative expenses. | | | |
| | Add lines 13 through 23 | 15,175 | 8,567 | 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 | 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)

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| Assets | | Beginning of year | | | End of year | | |
|-----------------------------|---|---|--|----------------|-------------|-----------------------|---------|
| | | (a) Book Value | | (b) Book Value | | (c) Fair Market Value | |
| | | 1 | 2 | 3 | 4 | 5 | 6 |
| | 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 | 0 |
| | 4 Pledges receivable ► | 0 | | | | | |
| | Less allowance for doubtful accounts ► | 0 | | 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 | 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 |
| | 11 Investments—land, buildings, and equipment basis ► | 0 | | | | | |
| | Less accumulated depreciation (attach schedule) ► | 0 | | 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 | 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 |
| Liabilities | | | | | | | |
| | | 17 | Accounts payable and accrued expenses | | 0 | 0 | |
| | | 18 | Grants payable | | | | |
| | 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 | |
| Net Assets or Fund Balances | | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> | | | | | |
| | | and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | | 24 | Unrestricted | | | | |
| | 25 Temporarily restricted | | | | | | |
| | 26 Permanently restricted | | | | | | |
| | | Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> | | | | | |
| | | and complete lines 27 through 31. | | | | | |
| | | 27 | Capital stock, trust principal, or current funds | | 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) ► MUTUAL FUND CTF INCOME ADDITIONS | 3 | 1,019 |
| 4 Add lines 1, 2, and 3 | 4 | 903,312 |
| 5 Decreases not included in line 2 (itemize) ► See Attached Statement | 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 | 0 | |
| b 0 | 0 | 0 | 0 | |
| c 0 | 0 | 0 | 0 | |
| d 0 | 0 | 0 | 0 | |
| e 0 | 0 | 0 | 0 | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | |
| a 0 | 0 | 0 | 0 | |
| b 0 | 0 | 0 | 0 | |
| c 0 | 0 | 0 | 0 | |
| d 0 | 0 | 0 | 0 | |
| e 0 | 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

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 | 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 8 37,158

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)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►

| | |
|----|-----|
| 1 | 899 |
| 2 | 0 |
| 3 | 899 |
| 4 | |
| 5 | 899 |
| 6a | 323 |
| 6b | |
| 6c | 0 |
| 6d | |
| 7 | 323 |
| 8 | 0 |
| 9 | 576 |
| 10 | 0 |
| 11 | 0 |

0 Refunded ►

Part VII-A Statements Regarding Activities

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?

Yes No

1a 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)?

1b X

c Did the foundation file Form 1120-POL for this year?

1c 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 X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3 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?

4a X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b N/A

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6 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?

7 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

SC

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

10 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)?

10 Did any persons become substantial contributors during the tax year?

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? 13 X

Website address ► N/A

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? 16 Yes No X

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►

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

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

| | Yes | No |
|--|--|----|
| 1a During the year did the foundation (either directly or indirectly) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | | |
| (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)? | | |
| (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 | |
| 1b 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 ► 1b <input type="checkbox"/> X | | |
| 1c 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 <input type="checkbox"/> 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? 2b <input type="checkbox"/> N/A | <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 <input type="checkbox"/> 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? 3b <input type="checkbox"/> N/A | <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? 4a <input type="checkbox"/> X | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4b <input type="checkbox"/> 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? | | |

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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
 Yes No
 Yes No
 Yes No
 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)?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****6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

5b **N/A**

Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Yes No

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 |
| | | 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 ►

0

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 | | | |

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

| | | | | | | | |
|-----|---|--|--|--|--|--|-------------------------------------|
| 1 a | If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling | | | | ► | | |
| b | Check box to indicate whether the foundation is a private operating foundation described in section | | | | <input type="checkbox"/> 4942(j)(3) or | | <input type="checkbox"/> 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 | | | | | | |
| b | 85% of line 2a | | | | 0 | | |
| c | Qualifying distributions from Part XII, line 4 for each year listed | | | | 0 | | |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities | | | | 0 | | |
| e | Qualifying distributions made directly for active conduct of exempt activities | | | | 0 | | |
| | Subtract line 2d from line 2c | | | | 0 | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | | 0 | | |
| a | "Assets" alternative test—enter | | | | 0 | | |
| (1) | Value of all assets | | | | 0 | | |
| (2) | Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | 0 | | |
| b | "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | 0 | | |
| c | "Support" alternative test—enter | | | | 0 | | |
| (1) | Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | 0 | | |
| (2) | Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | 0 | | |
| (3) | Largest amount of support from an exempt organization | | | | 0 | | |
| (4) | Gross investment income | | | | 0 | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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 | 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 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) Related or exempt function income (See instructions) |
|---|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 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) | 13 | | | 53,927 | |

Part XVI.B. Relationship of Activities to the Accomplishment of Event Purpose

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes
Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

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

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |

**Sign
Here**

John Sulentic

Signature of officer or trustee

4/18/2012

Da

► VP AND TAX DIRECTOR

11
Title

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

| | | | | | | |
|--|---|---|-----------|--|------|--|
| Signature of officer or trustee | | Date | Title | | | |
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input checked="" type="checkbox"/> 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

| Index | Check "X" if Sale of Security | Description | CUSIP # | Purchaser | Check "X" if Purchaser is a Business | Acquisition Date | Acquired Date | Gross Sales | Cost or Other Basis | Valuation Method | Expense of Sale and Cost of Improvements | | Net Gain or Loss |
|-------|-------------------------------|-----------------------------|------------|-----------|--------------------------------------|------------------|---------------|-------------|---------------------|------------------|--|-------------------|------------------|
| | | | | | | | | | | | Gross Sales | Cost, Other Basis | |
| | | Long Term CG Distributions | 2,764 | | | | | | | | 0 | 0 | 0 |
| | | Short Term CG Distributions | 0 | | | | | | | | 0 | 0 | 0 |
| 1 | X | AMER CENT SMALL CAP GRM | 025083320 | | | 10/22/2008 | 1/26/2011 | 5,914 | 3,672 | | | 2,242 | |
| 2 | X | AMER CENT SMALL CAP GRM | 025083320 | | | 12/3/2007 | 1/26/2011 | 9,848 | 10,054 | | | -206 | |
| 3 | X | ARTISAN INTERNATIONAL FU | 043114H204 | | | 1/28/2011 | | 9,465 | 10,395 | | | -930 | |
| 4 | X | ARTIO INTERNATIONAL EQ FI | 043153837 | | | 6/27/2006 | 1/26/2011 | 24,680 | 24,306 | | | 374 | |
| 5 | X | CREDIT SUISSE COMM RT STI | 22544R205 | | | 10/12/2010 | 1/26/2011 | 993 | 967 | | | 26 | |
| 6 | X | CREDIT SUISSE COMM RT STI | 22544R205 | | | 10/12/2010 | 4/26/2011 | 2,570 | 2,305 | | | 265 | |
| 7 | X | DIAMOND HILL LONG-SHORT | 282645933 | | | 4/28/2011 | 10/20/2011 | 275 | 291 | | | -16 | |
| 8 | X | DIAMOND HILL LONG-SHORT | 282645933 | | | 1/28/2011 | 10/20/2011 | 626 | 636 | | | -10 | |
| 9 | X | DODGE & COX INTL STOCK F | 286206103 | | | 4/28/2011 | 8/10/2011 | 1,846 | 2,652 | | | -806 | |
| 10 | X | DODGE & COX INTL STOCK F | 286206103 | | | 1/11/2007 | 8/10/2011 | 8,010 | 8,010 | | | 60 | |
| 11 | X | DODGE & COX INCOME FD C | 286210105 | | | 10/12/2010 | 8/10/2011 | 26,825 | 19,868 | | | 6,957 | |
| 12 | X | DODGE & COX STOCK FUND | 286219106 | | | 9/27/2002 | 1/26/2011 | 183 | 172 | | | 11 | |
| 13 | X | DREYFUS EMG MKT DEBT LO | 281980494 | | | 12/17/2010 | 4/26/2011 | 10,265 | 10,410 | | | -145 | |
| 14 | X | DREYFUS/THE BOSTON CA S | 282033E51 | | | 12/3/2007 | 1/26/2011 | 3,377 | 2,140 | | | 1,237 | |
| 15 | X | DREYFUS/THE BOSTON CA S | 282033E51 | | | 10/22/2008 | 1/26/2011 | 1,352 | 1,254 | | | 98 | |
| 16 | X | DREYFUS/THE BOSTON CA S | 282033E51 | | | 12/14/2007 | 1/26/2011 | 409 | 379 | | | 30 | |
| 17 | X | DREYFUS/THE BOSTON CA S | 282033E51 | | | 12/14/2007 | 1/26/2011 | 506 | 471 | | | 35 | |
| 18 | X | JP MORGAN MID CAP VALUE | 339128100 | | | 1/28/2011 | 4/26/2011 | 796 | 733 | | | 63 | |
| 19 | X | GOULDMAN SACHS GRTH OPP | 381421401 | | | 1/28/2011 | 10/20/2011 | 1,560 | 1,709 | | | -149 | |
| 20 | X | GOULDMAN SACHS GRTH OPP | 381421401 | | | 10/12/2010 | 1/26/2011 | 11,138 | 9,967 | | | 1,171 | |
| 21 | X | HARBOR CAPITAL APRCTN | 411511504 | | | 10/12/2010 | 4/26/2011 | 1,065 | 906 | | | 159 | |
| 22 | X | HARBOR CAPITAL APRCTN | 411511504 | | | 10/12/2010 | 4/26/2011 | 1,938 | 1,879 | | | 59 | |
| 23 | X | HARBOR CAPITAL APRCTN | 411511504 | | | 10/12/2010 | 8/10/2011 | 4,838 | 4,396 | | | 442 | |
| 24 | X | HARBOR CAPITAL APRCTN | 411511504 | | | 10/12/2010 | 10/20/2011 | 4,773 | 4,773 | | | 0 | |
| 25 | X | HUSSMAN STRATEGIC GROM | 448108100 | | | 12/17/2010 | 8/10/2011 | 2,643 | 3,000 | | | -357 | |
| 26 | X | ISHARES S & P 500 INDEX FU | 464287200 | | | 1/26/2011 | 8/10/2011 | 16,067 | 17,362 | | | -192 | |
| 27 | X | ISHARES S & P 500 INDEX FU | 464287200 | | | 1/26/2011 | 10/20/2011 | 2,677 | 2,869 | | | 85 | |
| 28 | X | ISHARES BOXX \$ INV GRCO | 464287242 | | | 10/12/2010 | 1/26/2011 | 20,724 | 21,670 | | | -946 | |
| 29 | X | JPMORGAN INTREPID GR-SE | 48120A2207 | | | 12/19/2008 | 1/26/2011 | 10,421 | 6,563 | | | 3,858 | |
| 30 | X | JPMORGAN INTREPID GR-SE | 48120A2207 | | | 7/27/2007 | 1/26/2011 | 10,146 | 10,537 | | | -391 | |
| 31 | X | JPMORGAN INTREPID GR-SE | 48120A2207 | | | 7/6/2007 | 1/26/2011 | 5,391 | 4,904 | | | -1,295 | |
| 32 | X | KEELEY SMALL CAP VAL FD | 487300808 | | | 1/28/2011 | 4/26/2011 | 936 | 851 | | | 487 | |
| 33 | X | KEELEY SMALL CAP VAL FD | 487300808 | | | 1/28/2011 | 10/20/2011 | 1,437 | 1,603 | | | -166 | |
| 34 | X | LAUDUS MONDRIAN INTL FI-I | 518855Q655 | | | 1/28/2011 | 8/10/2011 | 31,121 | 29,000 | | | 2,121 | |
| 35 | X | LAUDUS MONDRIAN INTL FI-I | 518855Q655 | | | 4/28/2011 | 8/10/2011 | 528 | 515 | | | 13 | |
| 36 | X | LAUDUS MONDRIAN INTL FI-I | 518855Q655 | | | 12/17/2010 | 8/10/2011 | 5,391 | 4,904 | | | 487 | |
| 37 | X | MFS VALUE FUND-CLASS I#8 | 532983694 | | | 1/28/2011 | 4/26/2011 | 270 | 256 | | | 14 | |
| 38 | X | MFS VALUE FUND-CLASS I#8 | 532983694 | | | 1/28/2011 | 10/20/2011 | 1,567 | 1,673 | | | -106 | |
| 39 | X | MAINSTAY EP US EQUITY-INS | 5600633302 | | | 3/7/2008 | 1/26/2011 | 1,572 | 1,798 | | | -226 | |
| 40 | X | MERGER FD SH BEN INT #36 | 5699509108 | | | 12/3/2007 | 1/26/2011 | 332 | 341 | | | -9 | |
| 41 | X | MERGER FD SH BEN INT #36 | 5699509108 | | | 12/17/2010 | 10/20/2011 | 823 | 835 | | | -12 | |
| 42 | X | MUNDER MIDCAP CORE GRO | 626124242 | | | 12/19/2008 | 1/26/2011 | 8,470 | 9,420 | | | 3,550 | |
| 43 | X | MUNDER MIDCAP CORE GRO | 626124242 | | | 10/22/2008 | 1/26/2011 | 5,302 | 3,096 | | | 2,206 | |
| 44 | X | MUNDER MIDCAP CORE GRO | 626124242 | | | 3/7/2008 | 1/26/2011 | 3,733 | 3,438 | | | 295 | |
| 45 | X | MUNDER MIDCAP CORE GRO | 626124242 | | | 12/3/2007 | 1/26/2011 | 35,948 | 37,873 | | | -1,925 | |
| 46 | X | OPPENHEIMER DEVELOPING | 633974505 | | | 12/17/2010 | 4/26/2011 | 626 | 592 | | | 34 | |
| 47 | X | PIMCO TOTAL RET FD-INST # | 693390700 | | | 4/28/2011 | 8/10/2011 | 8,096 | 8,045 | | | 51 | |
| 48 | X | PIMCO HIGH YIELD FD-INST # | 693390841 | | | 5/20/2008 | 1/26/2011 | 23,388 | 23,611 | | | -223 | |
| 49 | X | PIMCO FOREIGN BD FD USD | 693390882 | | | 10/22/2008 | 1/26/2011 | 6,762 | 6,150 | | | 612 | |
| 50 | X | PIMCO EMERG MKTS BD-INST | 693391559 | | | 12/01/2008 | 4/10/2011 | 410 | 288 | | | 122 | |
| 51 | X | PIMCO EMERG MKTS BD-INST | 693391559 | | | 6/27/2006 | 1/26/2011 | 12,472 | 11,699 | | | 773 | |

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

| Index | Check "X" if Sale of Security | Description | CUSIP # | Purchaser | Check "X" if Purchaser is a Business | Acquisition Date | Acquisition Method | Date Sold | Gross Sales Price | Cost or Other Basis | Valuation Method | Expense of Sale and Cost of Improvements | Depreciation | Totals | |
|-------|-------------------------------|---------------------------|-----------|-----------|--------------------------------------|------------------|--------------------|------------|-------------------|---------------------|------------------|--|--------------|--------------------------------|------------------|
| | | | | | | | | | | | | | | Cost, Other Basis and Expenses | |
| | | | | | | | | | | | | | | 0 | Net Gain or Loss |
| 52 | X | PIMCO FOREIGN BOND (UNH) | 722005220 | | | 10/22/2008 | | 1/26/2011 | 4,710 | 4,099 | | | | 0 | 611 |
| 53 | X | T ROWE PRICE SHORT TERM | 77957P105 | | | 10/12/2010 | | 1/26/2011 | 6,290 | 6,355 | | | | 0 | -65 |
| 54 | X | T ROWE PRICE SHORT TERM | 77957P105 | | | 10/12/2010 | | 4/26/2011 | 28,035 | 28,266 | | | | 0 | -231 |
| 55 | X | T ROWE PRICE REAL ESTATE | 779819109 | | | 10/22/2008 | | 1/26/2011 | 7,893 | 4,926 | | | | 0 | 2,967 |
| 56 | X | T ROWE PRICE REAL ESTATE | 779819109 | | | 12/18/2007 | | 1/26/2011 | 901 | 928 | | | | 0 | -27 |
| 57 | X | T ROWE PRICE REAL ESTATE | 779819109 | | | 5/20/2008 | | 1/26/2011 | 13,309 | 15,896 | | | | 0 | -1,987 |
| 58 | X | SPDR DJ WILSHIRE INTERNAL | 78463X863 | | | 5/2/2011 | | 10/20/2011 | 1,145 | 1,415 | | | | 0 | -270 |
| 59 | X | SPDR DJ WILSHIRE INTERNAL | 78463X863 | | | 4/29/2011 | | 10/20/2011 | 236 | 291 | | | | 0 | -55 |
| 60 | X | SISGA EMERGING MARKETS I | 784924425 | | | 10/22/2008 | | 1/26/2011 | 13,109 | 6,196 | | | | 0 | 6,913 |
| 61 | X | TCW SMALL CAP GROWTH FI | 87234NB49 | | | 12/17/2010 | | 4/26/2011 | 1,939 | 1,717 | | | | 0 | 222 |
| 62 | X | TCW SMALL CAP GROWTH FI | 87234NB49 | | | 12/17/2010 | | 10/20/2011 | 1,678 | 1,892 | | | | 0 | -214 |
| 63 | X | VANGUARD INFLAT PROTEC | 922031869 | | | 7/6/2007 | | 1/26/2011 | 2,974 | 2,545 | | | | 0 | 329 |
| 64 | X | VANGUARD INFLAT PROTEC | 922031869 | | | 6/27/2006 | | 1/26/2011 | 11,488 | 10,282 | | | | 0 | 1,206 |
| 65 | X | VANGUARD MSCI EMERGING N | 922042858 | | | 1/26/2011 | | 4/26/2011 | 755 | 716 | | | | 0 | 39 |
| 66 | X | VANGUARD REIT VIPER | 92208553 | | | 1/26/2011 | | 4/26/2011 | 11,560 | 10,716 | | | | 0 | 844 |
| 67 | X | VANGUARD REIT VIPER | 92208553 | | | 1/26/2011 | | 10/20/2011 | 2,798 | 2,972 | | | | 0 | -174 |

Line 16b (990-PF) - Accounting Fees

| | 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) |
|----|--|--------------------------------|-----------------------|---------------------|---|
| 1 | TAX PREP FEES | 2,000 | | | 2,000 |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

Line 18 (90-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 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

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

| | Amount | Long Term CG Distributions | Short Term CG Distributions | Totals | Gross Sales Price | Depreciation Allowed | Cost or Other Basis Plus Expense of Sale | FMV as of 12/31/69 | Adjusted Basis as of 12/31/69 | Excess of FMV Over Ad Basis | Gains Minus Excess of FMV Over Adjusted Basis or Losses |
|----|--|----------------------------|-----------------------------|--------------|-------------------|----------------------|--|--------------------|-------------------------------|-----------------------------|---|
| | | 2,784 | 0 | | | | | | | | -55 |
| 59 | SPDR DJ WILSHIRE INTERNATIONAL REIT | 8463X863 | CUSIP # | How Acquired | Date Acquired | Date Sold | | | | | 6,913 |
| 60 | SSGA EMERGING MARKETS FD S#1510 | 784924425 | | | 4/29/2011 | 10/20/2011 | 13,109 | 0 | 6,196 | 6,913 | 222 |
| 61 | TCW SMALL CAP GROWTH FUND-1447267234NB49 | | | | 10/22/2008 | 1/26/2011 | 236 | 0 | 1,939 | 1,717 | -214 |
| 62 | TCW SMALL CAP GROWTH FUND-1447234NB49 | | | | 12/17/2010 | 4/26/2011 | 1,678 | 0 | 1,892 | 0 | -214 |
| 63 | VANGUARD INFLAT PROTECT SEC FD | 922031869 | | | 7/6/2007 | 1/26/2011 | 2,874 | 0 | 2,545 | 329 | 0 |
| 64 | VANGUARD INFLAT PROTECT SEC FD | 922031869 | | | 6/27/2006 | 1/26/2011 | 11,488 | 0 | 10,282 | 1,206 | 0 |
| 65 | VANGUARD MSCI EMERGING MARKETS | 922042858 | | | 1/26/2011 | 4/26/2011 | 755 | 0 | 716 | 39 | 0 |
| 66 | VANGUARD REIT VIPER | 922908553 | | | 1/26/2011 | 4/26/2011 | 11,560 | 0 | 10,718 | 844 | 0 |
| 67 | VANGUARD REIT VIPER | 922908553 | | | 1/26/2011 | 10/20/2011 | 2,798 | 0 | 2,972 | -174 | 0 |

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

| | Name | Check "X" if Business | Street | City | State | Zip Code | Foreign Country | Title | Average Hours | Compensation |
|----|-----------------------|-----------------------|--|----------------|-------|------------|-----------------|----------|---------------|--------------|
| 1 | Wells Fargo Bank N.A. | | 101N Independence Mall E MACY13 Philadelphia | | PA | 19106-2112 | | TRUSTEE | 4.00 | 11,031 |
| 2 | STEPHEN R STEINBURG | | 307 BERMUDA TOWN ROW | MOUNT PLEASANT | SC | 29464 | | DIRECTOR | | 500 |
| 3 | SONIA C. CHERRY | | 101 COOPER DRIVE | SANTEE | SC | 29142 | | DIRECTOR | | 500 |
| 4 | SUE DANIELS | | PO BOX 682 | ELLOREE | SC | 29047 | | DIRECTOR | | 500 |
| 5 | | | | | | | | | | |
| 6 | | | | | | | | | | |
| 7 | | | | | | | | | | |
| 8 | | | | | | | | | | |
| 9 | | | | | | | | | | |
| 10 | | | | | | | | | | |

12,531

| 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 | 1 | 0 |
| 2 First quarter estimated tax payment | 2 | |
| 3 Second quarter estimated tax payment | 3 | 323 |
| 4 Third quarter estimated tax payment | 4 | |
| 5 Fourth quarter estimated tax payment | 5 | |
| 6 Other payments | 6 | 0 |
| 7 Total | 7 | 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 | Account # | CUSIP | Asset Name | Fed Cost |
|----------------------|------------|------------|-------------------------------------|----------------|
| Money Market Fund | 2019001793 | VP0528308 | FEDERATED TREAS OBL FD 68 | 26,495 |
| Money Market Fund | 2019001793 | VP0528308 | FEDERATED TREAS OBL FD 68 | 10,408 |
| Mutual Fund | 2019001793 | 04314H204 | ARTISAN INTERNATIONAL FUND #661 | 48,791 |
| Mutual Fund | 2019001793 | 256210105 | DODGE & COX INCOME FD COM #147 | 83,824 |
| Mutual Fund | 2019001793 | 411511504 | HARBOR CAPITAL APRCTN-INST #2012 | 48,066 |
| Mutual Fund | 2019001793 | 589509108 | MERGER FD SH BENINT #260 | 17,309 |
| Mutual Fund | 2019001793 | 693390700 | PIMCO TOTAL RET FD-INST #35 | 83,025 |
| Mutual Fund | 2019001793 | 693390882 | PIMCO FOREIGN BD FD USD H-INST #103 | 25,350 |
| Mutual Fund | 2019001793 | 87234N849 | TCW SMALL CAP GROWTH FUND-I #4724 | 22,416 |
| Mutual Fund | 2019001793 | 464287200 | ISHARES S & P 500 INDEX FUND | 34,639 |
| Mutual Fund | 2019001793 | 518555Q655 | LAUDUS MONDRAN INTL FI-INST #2940 | 23,320 |
| Mutual Fund | 2019001793 | 256206103 | DODGE & COX INT'L STOCK FD #1048 | 43,944 |
| Mutual Fund | 2019001793 | 552983694 | MFS VALUE FUND-CLASS I #893 | 27,818 |
| Mutual Fund | 2019001793 | 261980494 | DREYFUS EMG MKT DEBT LOC C-I #6083 | 20,939 |
| Mutual Fund | 2019001793 | 560631302 | MAINSTAY EP US EQUITY-INS #1204 | 26,162 |
| Mutual Fund | 2019001793 | 339128100 | JP MORGAN MID CAP VALUE-I #758 | 24,547 |
| Mutual Fund | 2019001793 | 448108100 | HUSSMAN STRATEGIC GROWTH FUND #601 | 33,585 |
| Mutual Fund | 2019001793 | 38142Y401 | GOLDMAN SACHS GRTH OPP FD-I #1132 | 22,555 |
| Mutual Fund | 2019001793 | 922908553 | VANGUARD REIT VIPER | 32,306 |
| Mutual Fund | 2019001793 | 922042858 | VANGUARD MSCI EMERGING MARKETS ETF | 23,385 |
| Mutual Fund | 2019001793 | 683974505 | OPPENHEIMER DEVELOPING MKT-Y #788 | 23,755 |
| Mutual Fund | 2019001793 | 78463X863 | SPDR DJ WILSHIRE INTERNATIONAL REAL | 27,565 |
| Mutual Fund | 2019001793 | 25264S833 | DIAMOND HILL LONG-SHORT FD CL I #11 | 17,697 |
| Mutual Fund | 2019001793 | 76628T645 | RIDGEWORTH SEIX HY BD-I #5855 | 44,234 |
| Mutual Fund | 2019001793 | 22544R305 | CREDIT SUISSE COMM RT ST-CO #2156 | 40,945 |
| Mutual Fund | 2019001793 | 487300808 | KEELEY SMALL CAP VAL FD CL I #2251 | 23,494 |
| Cash | | | | 865 |
| Total | | | | 857,455 |
| Cash | | | | 865 |
| Invest - Other | | | | 819,687 |
| Savings & Temp Inv | | | | 36,902 |