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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-C052

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

APR 27 2012

POSTMARK DATE

MAY 04 2012

SCANNED MAY 04 2012

Name of foundation		A Employer identification number			
CHARLOTTE BOATNER MILLER FUND		58-2181060			
Number and street (or P O box number if mail is not delivered to street address)		Room/suite			
Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062					
City or town state and ZIP code					
Philadelphia PA 19106-2112					
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			
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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$	695,997	(Part I, column (d) must be on cash basis)			
J Accounting method		<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions gifts grants etc received (attach schedule)					
2 Check ► <input 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		21,173	20,733		
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		-22,921			
b Gross sales price for all assets on line 6a		632,978			
7 Capital gain net income (from Part IV, line 2)			0		
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		-1,748	20,733	0	
13 Compensation of officers, directors trustees, etc		9,530	7,147		2,383
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)		500	0	0	500
c Other professional fees (attach schedule)		0	0	0	0
17 Interest 03 MAY 01 2012 IRS-OSC					
18 Taxes (attach schedule) (see instructions)		603	225	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		10,633	7,372	0	2,883
25 Contributions gifts, grants paid		29,945			29,945
26 Total expenses and disbursements Add lines 24 and 25		40,578	7,372	0	32,828
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-42,326			
b Net investment income (if negative, enter -0-)			13,361		
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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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1 Cash—non-interest-bearing	0	1,185	1,185	
	2 Savings and temporary cash investments	15,873	18,557	18,557	
Assets	3 Accounts receivable ►	0	0	0	
	Less allowance for doubtful accounts ►	0	0	0	
	4 Pledges receivable ►	0	0	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	
	7 Other notes and loans receivable (attach schedule) ►	0	0	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	
	b Investments—corporate stock (attach schedule)		0	0	
	c Investments—corporate bonds (attach schedule)		0	0	
	11 Investments—land, buildings, and equipment basis ►	0	0	0	
	Less accumulated depreciation (attach schedule) ►	0	0	0	
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		736,676	690,171	
	14 Land, buildings and equipment basis ►	0	0	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)		752,549	709,913	
				695,997	
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	0	
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		0	0	
	24 Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	25 Unrestricted				
	26 Temporarily restricted				
	27 Permanently restricted				
	28 Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	29 Capital stock, trust principal, or current funds		752,549	709,913	
	30 Paid-in or capital surplus, or land, bldg, and equipment fund				
	31 Retained earnings, accumulated income, endowment, or other funds		752,549	709,913	
	30 Total net assets or fund balances (see instructions)		752,549	709,913	
	31 Total liabilities and net assets/fund balances (see instructions)		752,549	709,913	

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	752,549
2 Enter amount from Part I, line 27a	2	-42,326
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	1,694
4 Add lines 1, 2, and 3	4	711,917
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	2,004
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	709,913

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a 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	-22,921
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				

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	16,964	674,872	0 025137
2009	20,544	577,992	0 035544
2008	40,617	690,208	0 058847
2007			0 000000
2006			0 000000

- 2 Total of line 1, column (d) **2** 0 119528
- 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 039843
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 **4** 730,912
- 5 Multiply line 4 by line 3 **5** 29,122
- 6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 134
- 7 Add lines 5 and 6 **7** 29,256
- 8 Enter qualifying distributions from Part XII, line 4 **8** 32,828
- 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

6a 343

6b

6c 0

6d

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 attached9 **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** ►

134

Refunded ►

7 343

8 0

9 0

10 209

11 75

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

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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?

If "Yes" attach a detailed description of the activities

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? *If "Yes," attach a conformed copy of the changes*

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?

If "Yes," attach the statement required by General Instruction T

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? *If "Yes," complete Part II, col (c), and Part XV*

8b X

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

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 General Instruction G? If "No," attach explanation

9 X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
- 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► N/A

14 The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933
Located at ► 101N Indepndence 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 0

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) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here ► 1b <input checked="" type="checkbox"/> 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 <input checked="" 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? <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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 3b <input type="checkbox"/> N/A | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <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? 4b <input type="checkbox"/> X | | |

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

5a	During the year did the foundation pay or incur any amount to				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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			5b	N/A
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? If "Yes" attach the statement required by Regulations section 53 4945–5(d)	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b file Form 8870			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	9,530	0
		00	0	0
		00	0	0
		00	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 (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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		
3	NONE	
		0

All other program-related investments. See instructions

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	734,054
b	Average of monthly cash balances	1b	7,989
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	742,043
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	742,043
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,131
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	730,912
6	Minimum investment return Enter 5% of line 5	6	36,546

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	36,546
2a	Tax on investment income for 2011 from Part VI, line 5	2a	134
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	134
3	Distributable amount before adjustments Subtract line 2c from line 1	3	36,412
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	36,412
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	36,412

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	32,828
a	Expenses, contributions gifts, etc —total from Part I, column (d), line 26	1b	0
b	Program-related investments—total from Part IX-B		
2	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	3a	
a	Suitability test (prior IRS approval required)	3b	0
b	Cash distribution test (attach the required schedule)		
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	32,828
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	134
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	32,694

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				36,412
2 Undistributed income, if any, as of the end of 2011			17,467	
a Enter amount for 2010 only		0		
b Total for prior years 20 ____, 20 ____				
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 ► \$ 32,828			17,467	
a Applied to 2010, but not more than line 2a		0		
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount			15,361	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below	0			
a Corpus Add lines 3f 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued or on which the section 4942(a) tax has been previously assessed				
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				21,051
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					
c	Qualifying distributions from Part XII line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities					
	Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
(1)	Value of all assets					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

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

- c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total				► 3a 29,945
b Approved for future payment 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	21,171
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	-22,921
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		-1,750	0
13 Total Add line 12, columns (b), (d), and (e)				13	-1,750
(See worksheet in line 13 instructions to verify calculations)					

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)
Not Applicable	

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

- | 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? | | Yes | No |
|---|---|-------|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | 1a(1) | X |
| | (1) Cash | 1a(2) | X |
| | (2) Other assets | | |
| 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

- b** If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

**Paid
Preparer
Use Only**

412312012
Date

► VP AND TAX DIRECTOR

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 <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		4/23/2012		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	

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost:	FMV
Savings & Temp Inv	1013003571	VP3243756	FED CASH RES 125	12472.24	12472.24	12472.24
Savings & Temp Inv	1013003571	VP3243756	FED CASH RES 125	6085.22	6085.22	6085.22
Cash	1013003571			1185.47	1185.47	1185.47
				<u>19742.93</u>	<u>19742.93</u>	<u>19742.93</u>
Invest - Other	1013003571	04314H204	ARTISAN INTERNATIONAL FUND #661	1755	36293.4	34801.65
Invest - Other	1013003571	256210105	DODGE & COX INCOME FD COM #147	5277.098	71399.13	70185.4
Invest - Other	1013003571	411511504	HARBOR CAPITAL APRCTN-INST #2012	1100.465	39671.77	40607.16
Invest - Other	1013003571	589509108	MERGER FD SH BEN INT #260	924.526	14487.33	14413.36
Invest - Other	1013003571	6933390700	PIMCO TOTAL RET FD-INST #35	6557.398	71344.49	71278.92
Invest - Other	1013003571	6933390882	PIMCO FOREIGN BD FD USD H-INST #103	2181.599	22348.84	23081.32
Invest - Other	1013003571	77957P105	T ROWE PRICE SHORT TERM BD FD #55	1906	9244.1	9167.86
Invest - Other	1013003571	87234N949	TCW SMALL CAP GROWTH FUND-I #4724	663.175	16904.34	17235.92
Invest - Other	1013003571	464287200	ISHARES S & P 500 INDEX FUND	211	24910.64	26577.56
Invest - Other	1013003571	518555Q655	LAUDUS MONDRIAN INTL FI-INST #2940	1822.566	23183.04	21105.31
Invest - Other	1013003571	256206103	DODGE & COX INT'L STOCK FD #1048	1153.831	36288	33738.02
Invest - Other	1013003571	552983694	MFS VALUE FUND-CLASS I #893	952.064	20107.6	21392.88
Invest - Other	1013003571	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	1497.977	22469.65	19713.38
Invest - Other	1013003571	560633302	MAINSTAY EP US EQUITY-INS #1204	1661.24	19818.59	20134.23
Invest - Other	1013003571	339128100	JP MORGAN MID CAP VALUE-I #758	773.798	16992.6	18377.7
Invest - Other	1013003571	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	2274.626	28978.74	28273.6
Invest - Other	1013003571	381424Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	785.41	17066.96	17341.85
Invest - Other	1013003571	922908553	VANGUARD REIT VIPER	447	24840.55	25926
Invest - Other	1013003571	922042858	VANGUARD MSCI EMERGING MARKETS ETF	457	19504.76	17461.97
Invest - Other	1013003571	683914505	OPPENHEIMER DEVELOPING MKT-Y #788	622.264	19999.56	18026.99
Invest - Other	1013003571	784633X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	680	24956	21644.4
Invest - Other	1013003571	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	861.218	13736.43	14580.42
Invest - Other	1013003571	76628T645	RIDGEWORTH SEIX HY BD-I #5855	4182.484	39357.17	39357.17
Invest - Other	1013003571	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	4127.34	38786.02	33761.64
Invest - Other	1013003571	487300808	KEELEY SMALL CAP VAL FD CL I #2251	774.169	17047.2	18069.1
					<u>690169.94</u>	<u>676253.81</u>

Charlotte Boatner Miller Fund
1013003571

EIN 58-2181060

South Carolina does not require and prefers that a copy of the 990PF is not filed with their office

CHARLOTTE BOATNER MILLER FUND

58-2181060 Page 1 of 1

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

Name

TULANE UNIVERSITY

Street

1430 TULANE AVE BOX EP12

City NEW ORLEANS	State LA	Zip Code 70112	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 29,945
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount 0
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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	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals		
														Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
														632,978	635,899	-22,921
														0	0	0
1	X	MORGAN STANLEY INS INTN	61744J317			3/10/2008		9/2/2011	1,807	2,612					-835	
2	X	MORGAN STANLEY INS INTN	61744J317			9/10/2007		9/2/2011	1,700	3,022					-1,322	
3	X	MORGAN STANLEY INS INTN	61744J317			6/11/2007		9/2/2011	1,291	2,617					-1,326	
4	X	MORGAN STANLEY INS INTN	61744J317			12/10/2007		9/2/2011	783	1,413					-630	
5	X	MORGAN STANLEY INS INTN	61744J317			3/9/2007		9/2/2011	14,645	30,987					-16,352	
6	X	MUNDER MIDCAP CORE GRO	626124242			10/15/2008		9/2/2011	6,388	4,022					2,366	
7	X	MUNDER MIDCAP CORE GRO	626124242			3/25/2008		9/2/2011	52,524	53,336					-812	
8	X	PIMCO TOTAL RET FD-INST #	6933390700			3/25/2008		9/2/2011	75,869	74,702					1,167	
9	X	PIMCO HIGH YIELD FD-INST #	6933390841			12/10/2007		9/2/2011	1,243	1,322					-79	
10	X	PIMCO HIGH YIELD FD-INST #	6933390841			9/10/2007		9/2/2011	1,235	1,306					-71	
11	X	PIMCO HIGH YIELD FD-INST #	6933390841			6/11/2007		9/2/2011	653	721					-68	
12	X	PIMCO HIGH YIELD FD-INST #	6933390841			3/23/2007		9/2/2011	442	490					-48	
13	X	PIMCO HIGH YIELD FD-INST #	6933390841			3/9/2007		9/2/2011	18,934	21,000					-2,066	
14	X	MFS VALUE FUND-CLASS I #8	5529833694			9/2/2011		10/20/2011	1,241	1,204					37	
15	X	MAINSTAY EP US EQUITY-INS	5606333302			9/2/2011		10/20/2011	1,548	1,491					57	
16	X	DAVIS NY VENTURE FD - Y #9	239080401			3/25/2008		9/2/2011	64,407	76,207					-11,800	
17	X	DIAMOND HILL LONG-SHORT	25264S833			9/2/2011		10/20/2011	770	750					20	
18	X	DODGE & COX INCOME FD-C	236210105			9/2/2011		10/20/2011	1,049	1,069					-20	
19	X	JP MORGAN MID CAP VALUE	339128100			9/2/2011		10/20/2011	1,233	1,186					47	
20	X	GOLDMAN SACHS GRTH OPP	381422401			9/2/2011		10/20/2011	1,159	1,130					29	
21	X	HARBOR INTERNATIONAL FD IN	411511306			3/25/2008		9/2/2011	70,772	83,833					-13,061	
22	X	HARBOR CAPITAL APPRETION	411511504			9/2/2011		10/20/2011	2,991	2,920					71	
23	X	ISHARES S & P 500 INDEX FU	464287200			9/2/2011		10/20/2011	1,095	1,053					32	
24	X	KEELEY SMALL CAP VAL FD	487300808			9/2/2011		10/20/2011	1,167	1,145					22	
25	X	PIMCO FOREIGN BD-FD USD	69333908882			3/25/2008		9/2/2011	8,099	7,848					251	
26	X	PIMCO EMERG MKTS BD-INS	6933391559			6/11/2007		9/2/2011	908	862					46	
27	X	PIMCO EMERG MKTS BD-INS	6933391559			12/10/2007		9/2/2011	450	429					21	
28	X	PIMCO EMERG MKTS BD-INS	6933391559			3/9/2007		9/2/2011	30,902	29,662					1,240	
29	X	PIMCO COMMODITY REAL RE	722005667			12/30/2008		9/2/2011	31,207	21,054					10,153	
30	X	T ROWE PRICE BLUE CHIP GI	77954Q106			3/25/2008		9/2/2011	73,327	71,407					1,920	
31	X	T ROWE PRICE SHORT TERM	77957P105			9/2/2011		10/20/2011	887	892					-5	
32	X	T ROWE PRICE REAL ESTATE	779919109			3/9/2007		9/2/2011	12,583	18,343					-5,760	
33	X	T ROWE PRICE REAL ESTATE	779919109			9/10/2007		9/2/2011	4,401	5,279					-878	
34	X	T ROWE PRICE REAL ESTATE	779919109			3/10/2008		9/2/2011	4,235	4,120					115	
35	X	T ROWE PRICE REAL ESTATE	779919109			6/11/2007		9/2/2011	3,054	4,123					-1,069	
36	X	T ROWE PRICE REAL ESTATE	779919109			12/10/2007		9/2/2011	2,317	2,808					-491	
37	X	T ROWE PRICE REAL ESTATE	779919109			10/15/2008		9/2/2011	25,780	17,362					8,418	
38	X	SSGA EMERGING MARKETS F	784924425			3/10/2008		9/2/2011	2,346	3,033					-687	
39	X	SSGA EMERGING MARKETS F	784924425			3/25/2008		9/2/2011	1,580	2,045					-465	
40	X	SSGA EMERGING MARKETS F	784924425			3/9/2007		9/2/2011	26,064	29,335					-3,271	
41	X	TCW SMALL CAP GROWTH F	87234N849			9/2/2011		10/20/2011	1,291	1,274					17	
42	X	VANGUARD INFLAT PROTEC	922031869			6/11/2007		9/2/2011	1,425	1,173					252	
43	X	VANGUARD INFLAT PROTEC	922031869			3/10/2008		9/2/2011	1,103	996					107	
44	X	VANGUARD INFLAT PROTEC	922031869			3/23/2007		9/2/2011	100	83					17	
45	X	VANGUARD INFLAT PROTEC	922031869			3/19/2007		9/2/2011	31,080	26,081					4,999	
46	X	WESTPORT SELECT CAP FD	961323409			3/25/2008		9/2/2011	42,745	38,102					4,643	

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	500				500
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	35			
2	ESTIMATED EXCISE TAX PAID	343			
3	FOREIGN TAX WITHHELD	225	225		
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1 COST BASIS ADJUSTMENT	1	157
2 MUTUAL FUND & CTF INCOME ADDITIONS	2	1,537
3 Total	3	1,694

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

1 MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,068
2 PY RETURN OF CAPITAL ADJUSTMENT	2	936
3 Total	3	2,004

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

		Amount	2,148	0	630,830	0	655,899	-25,069	0	0	0	-25,069
	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	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Losses of FMV Over Adjusted Basis or Losses
1	MORGAN STANLEY INST INTN RE I #8001617441317		3/10/2008	9/2/2011	1,807	0	2,642	-835	0	0	0	-835
2	MORGAN STANLEY INST INTN RE #8001617441317		9/11/2007	9/2/2011	1,700	0	3,022	-1,322	0	0	0	-1,322
3	MORGAN STANLEY INST INTN RE #8001617441317		6/11/2007	9/2/2011	1,291	0	2,617	-1,326	0	0	0	-1,326
4	MORGAN STANLEY INST INTN RE #8001617441317		12/10/2007	9/2/2011	783	0	1,413	-630	0	0	0	-630
5	MORGAN STANLEY INST INTN RE #8001617441317		3/9/2007	9/2/2011	14,645	0	30,997	-16,352	0	0	0	-16,352
6	IMUNDER MIDCAP CORE GROWTH FD-Y	626124242	10/15/2008	9/2/2011	6,388	0	4,022	2,366	0	0	0	2,366
7	IMUNDER MIDCAP CORE GROWTH FD-Y	626124242	3/25/2008	9/2/2011	52,244	0	53,336	-812	0	0	0	-812
8	PIMCO TOTAL RET FD-INST #35		3/25/2008	9/2/2011	75,869	0	74,702	1,167	0	0	0	1,167
9	PIMCO HIGH YIELD FD-INST #108	693390841	12/10/2007	9/2/2011	1,243	0	1,322	-79	0	0	0	-79
10	PIMCO HIGH YIELD FD-INST #108	693390841	9/10/2007	9/2/2011	1,235	0	1,306	-71	0	0	0	-71
11	PIMCO HIGH YIELD FD-INST #108	693390841	6/11/2007	9/2/2011	653	0	721	-68	0	0	0	-68
12	PIMCO HIGH YIELD FD-INST #108	693390841	3/9/2007	9/2/2011	442	0	490	-48	0	0	0	-48
13	PIMCO HIGH YIELD FD-INST #108	693390841	3/9/2007	9/2/2011	18,934	0	21,000	-2,066	0	0	0	-2,066
14	MFS VALUE FUND-CLASS #893	552983694	9/2/2011	10/20/2011	1,241	0	1,204	37	0	0	0	37
15	MAINSTAY EP US EQUITY-INS #1204	5660633302	9/2/2011	10/20/2011	1,548	0	1,491	57	0	0	0	57
16	DAVIS NY VENTURE FD-Y #909	2308080401	3/25/2008	9/2/2011	64,407	0	76,207	-11,800	0	0	0	-11,800
17	HARBOR CAPITAL AFRICAT-INST #20	252645833	9/2/2011	10/20/2011	770	0	756	20	0	0	0	20
18	DODGE & COX INCOME FD-COM #147	256210105	9/2/2011	10/20/2011	1,049	0	1,069	-20	0	0	0	-20
19	JP MORGAN MID CAP VALUE-#758	33128100	9/2/2011	10/20/2011	1,233	0	—	1,186	0	0	0	47
20	GOLDMAN SACHS GRT H OPP FD-Y #909	4115111306	9/2/2011	10/20/2011	1,159	0	1,130	29	0	0	0	29
21	HARBOR INTERNATIONAL FD-INST #2011	4115111504	9/2/2011	10/20/2011	2,991	0	83,833	-13,061	0	0	0	-13,061
22	ISHARES S & P 500 INDEX FUND	462482700	9/2/2011	10/20/2011	1,095	0	1,063	32	0	0	0	32
23	KEELEY SMALL CAP VAL FD CL I #2251	487300808	9/2/2011	10/20/2011	1,167	0	1,145	22	0	0	0	22
24	PIMCO FOREIGN BD FD-USD H-INST #1	693390882	3/25/2008	9/2/2011	8,099	0	7,848	251	0	0	0	251
25	PIMCO EMERG MKTS BD-INST #137	693391559	6/11/2007	9/2/2011	908	0	862	46	0	0	0	46
26	PIMCO EMERG MKTS BD-INST #137	693391559	12/10/2007	9/2/2011	450	0	429	21	0	0	0	21
27	PIMCO COMMODITY REAL RET STRAT-1	693391559	3/9/2007	9/2/2011	30,902	0	29,662	1,240	0	0	0	1,240
28	PIMCO COMMODITY REAL RET STRAT-1	722005667	12/30/2008	9/2/2011	31,207	0	21,054	10,153	0	0	0	10,153
29	T ROWE PRICE BLUE CHIP GRWTH #93779540106		3/25/2008	9/2/2011	73,327	0	71,407	1,920	0	0	0	1,920
30	T ROWE PRICE SHORT TERM BD #577957FD		9/2/2011	10/20/2011	887	0	892	-5	0	0	0	-5
31	T ROWE PRICE REAL ESTATE FD #122	779919109	3/9/2007	9/2/2011	12,583	0	18,343	-5,760	0	0	0	-5,760
32	T ROWE PRICE REAL ESTATE FD #122	779919109	9/10/2007	9/2/2011	4,401	—	0	5,279	-878	0	0	-878
33	T ROWE PRICE REAL ESTATE FD #122	779919109	3/10/2008	9/2/2011	4,235	—	0	4,120	-115	0	0	-115
34	T ROWE PRICE REAL ESTATE FD #122	779919109	6/11/2007	9/2/2011	3,054	0	4,123	-1,069	0	0	0	-1,069
35	T ROWE PRICE REAL ESTATE FD #122	779919109	12/10/2007	9/2/2011	2,317	0	2,808	-491	0	0	0	-491
36	T ROWE PRICE REAL ESTATE FD #122	779919109	10/15/2008	9/2/2011	25,780	0	17,362	8,418	0	0	0	8,418
37	SSGA EMERGING MARKETS FD #510	784924425	3/10/2008	9/2/2011	2,346	0	3,033	-687	0	0	0	-687
38	SSGA EMERGING MARKETS FD #510	784924425	3/25/2008	9/2/2011	1,580	0	2,045	-465	0	0	0	-465
39	SSGA EMERGING MARKETS FD #510	784924425	3/9/2007	9/2/2011	26,064	0	29,335	-3,271	0	0	0	-3,271
40	TCW SMALL CAP GROWTH FUND-I #4787234N649		9/2/2011	10/20/2011	1,291	0	1,274	17	0	0	0	17
41	VANGUARD INFLAT PROTECT SEC FD	922031869	6/11/2007	9/2/2011	1,425	0	1,173	252	0	0	0	252
42	VANGUARD INFLAT PROTECT SEC FD	922031869	3/25/2008	9/2/2011	1,103	0	996	107	0	0	0	107
43	VANGUARD INFLAT PROTECT SEC FD	922031869	3/23/2007	9/2/2011	100	0	83	17	0	0	0	17
44	VANGUARD INFLAT PROTECT SEC FD	922031869	3/9/2007	9/2/2011	31,080	0	26,081	4,999	0	0	0	4,999
45	VANGUARD INFLAT PROTECT SEC FD	922031869	3/25/2008	9/2/2011	42,745	0	38,102	4,643	0	0	0	4,643

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

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

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

	Date	Amount
1	1	0
2	2	343
3	3	
4	4	
5	5	
6	6	0
7	7	343

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	17,467
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	17,467