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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation THE MILES FOUNDATION, INC.		A Employer identification number 75-2739180
Number and street (or P O box number if mail is not delivered to street address) 2821 WEST 7TH STREET, SUITE 200		B Telephone number (see instructions) (817) 420-9914
City or town, state, and ZIP code FORT WORTH, TX 76107		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 ☐
G Check all that apply:	☐ Initial return ☐ Final return ☐ Address change	
☐ Initial return of a former public charity ☐ Amended return ☐ Name change		
H 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 (from Part II, col (c), line 16) \$ 32,778,975.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	973,360.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	4,421.	4,421.		ATCH 1
4 Dividends and interest from securities	80,988.	80,988.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	741,649.			
b Gross sales price for all assets on line 6a	6,298,692.			
7 Capital gain net income (from Part IV, line 2)		807,686.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	5,687,712.	5,687,032.		ATCH 3
12 Total. Add lines 1 through 11	7,488,130.	6,580,127.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	319,044.	34,927.		284,117.
14 Other employee salaries and wages	5,713.			5,713.
15 Pension plans, employee benefits	78,232.	8,606.		69,626.
16a Legal fees (attach schedule) ATCH 4	46,709.	44,609.		2,100.
b Accounting fees (attach schedule) ATCH 5	21,653.	10,827.		10,827.
c Other professional fees (attach schedule) *	189,066.	173,190.		15,876.
17 Interest				
18 Taxes (attach schedule) (see instructions) *	566,415.	472,449.		23,966.
19 Depreciation (attach schedule) and depletion	6,253.	807,872.		
20 Occupancy	142,577.	57,031.		85,546.
21 Travel, conferences, and meetings	8,290.			8,290.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	93,816.	46,019.		43,558.
24 Total operating and administrative expenses. Add lines 13 through 23	1,477,768.	1,655,530.		549,619.
25 Contributions, gifts, grants paid	987,782.			987,782.
26 Total expenses and disbursements. Add lines 24 and 25	2,465,550.	1,655,530.	0	1,537,401.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	5,022,580.			
b Net investment income (if negative, enter -0-)		4,874,597.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 6 JSA ** ATCH 7

Form 990-PF (2011)

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PAGE 1

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Revenue

Operating and Administrative Expenses

2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		3,715,808.	2,034,645.	2,034,645.
	2	Savings and temporary cash investments		2,274,209.	1,003,478.	1,018,557.
	3	Accounts receivable ▶ 10,070.				
		Less allowance for doubtful accounts ▶		10,030.	10,070.	10,070.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ ATCH 9			918,000.	918,000.
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule), **			1,539,455.	1,573,844.
	b	Investments - corporate stock (attach schedule) ATCH 11		1,085,925.	7,342,694.	7,420,615.
	c	Investments - corporate bonds (attach schedule) ATCH 12		434,479.	553,785.	552,046.
	11	Investments - land, buildings, and equipment basis ▶ 1,565,751.				
	Less accumulated depreciation (attach schedule) ▶		3,497,325.	1,565,751.	1,565,751.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 13		7,594,231.	8,602,350.	17,613,357.	
14	Land, buildings, and equipment basis ▶ 84,976.					
	Less accumulated depreciation (attach schedule) ▶ 12,886.		1,682.	72,090.	72,090.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		18,613,689.	23,642,318.	32,778,975.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		18,613,689.	23,642,318.		
30	Total net assets or fund balances (see instructions),		18,613,689.	23,642,318.		
31	Total liabilities and net assets/fund balances (see instructions)		18,613,689.	23,642,318.		

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	18,613,689.
2	Enter amount from Part I, line 27a	2	5,022,580.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 14	3	6,049.
4	Add lines 1, 2, and 3	4	23,642,318.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,642,318.

**ATCH 10

Form 990-PF (2011)

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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
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					
b					
c					
d					
e					
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	741,649.	
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	-97,730.	

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	1,397,727.	27,098,428.	0.051580
2009	1,445,027.	20,945,190.	0.068991
2008	1,646,131.	17,811,804.	0.092418
2007	1,199,161.	12,930,270.	0.092741
2006	1,370,661.	11,499,777.	0.119190
2 Total of line 1, column (d)			2 0.424920
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 0.084984
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 29,806,796.
5 Multiply line 4 by line 3			5 2,533,101.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 48,746.
7 Add lines 5 and 6			7 2,581,847.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,537,401.

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		1	97,492.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	97,492.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	97,492.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	94,493.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	134,493.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	37,001.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 37,001. Refunded ☐ 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH, TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

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) ATTACHMENT 24	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 ▶ JACK BURDETT Telephone no ▶ 817-420-9914			
Located at ▶ 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX ZIP + 4 ▶ 76107				
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				
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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 15		311,844.	78,232.	7,200.

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		0	0	0

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

Form 990-PF (2011)

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
ATTACHMENT 16		134,228.

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 HISTORICAL PRESERVATION OF WORLD WAR II MEMORABILIA	15,583.
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

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,513,656.
b	Average of monthly cash balances	1b	5,567,784.
c	Fair market value of all other assets (see instructions)	1c	20,179,267.
d	Total (add lines 1a, b, and c)	1d	30,260,707.
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	30,260,707.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	453,911.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,806,796.
6	Minimum investment return. Enter 5% of line 5	6	1,490,340.

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	1,490,340.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	97,492.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	97,492.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,392,848.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,392,848.
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	1,392,848.

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	1,537,401.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,537,401.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,537,401.

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

Form 990-PF (2011)

Page 9

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				1,392,848.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009 302,084.				
e From 2010				
f Total of lines 3a through e	302,084.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,537,401.				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,392,848.
e Remaining amount distributed out of corpus . .	144,553.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	446,637.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	446,637.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a 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					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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:

JAY MCCALL, 2821 W. 7TH ST., STE 200, FORT WORTH, TX 76107 * (817) 420-9914 EXT. 106

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

SEE ATTACHMENT 22

c Any submission deadlines

SPRING: LETTERS OF INQUIRY DUE APRIL 1; FULL APPLICATIONS DUE MAY 15

FALL: LETTERS OF INQUIRY DUE SEPTEMBER 1; FULL APPLICATIONS DUE OCTOBER 15

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

SEE ATTACHMENT 23

Form 990-PF (2011)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 17				
Total			▶ 3a	987,782.
b Approved for future payment ATTACHMENT 18				
Total			▶ 3b	306,000.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	4,421.	
4 Dividends and interest from securities				14	80,988.	
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				15	5,625,961.	
8 Gain or (loss) from sales of assets other than inventory		900000	-66,037.	18	807,686.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATTACHMENT 19			-35,250.		97,001.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			-101,287.		6,616,057.	
13 Total. Add line 12, columns (b), (d), and (e)						6,514,770.

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

THE MILES FOUNDATION, INC.

Employer identification number

75-2739180

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization **THE MILES FOUNDATION, INC.**Employer identification number
75-2739180**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	\$ 973,360.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

75-2739180

Part II

[illegible]

Name of organization THE MILES FOUNDATION, INC.

Employer identification number

75-2739180

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		VALQUEST PARTNERS 161/IRVING, L.P. PROPERTY TYPE: SECURITIES 84,264.				P	VAR -84,264.	VAR
		NAVASOTA 200 BLACK, LLC PROPERTY TYPE: SECURITIES 151,754.				P	VAR -151,754.	VAR
2,168,570.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 2,208,771.				P	VAR -40,201.	VAR
4,130,122.		GRAPEVINE LAND 3,112,254.					10/12/2005 1,017,868.	07/01/2011
TOTAL GAIN(LOSS)							<u>741,649.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK ACCOUNT AND CD INTEREST	4,421.	4,421.
TOTAL	<u>4,421.</u>	<u>4,421.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS PORTFOLIO INT. & DIV.	2,710.	2,710.
NORTHERN TRUST PORTFOLIO INT. & DIV.	14,013.	14,013.
MERRILL LYNCH PORTFOLIO INT & DIV	64,265.	64,265.
TOTAL	<u>80,988.</u>	<u>80,988.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OIL & GAS ROYALTIES	5,625,961.	5,625,961.
FLOW-THROUGH PARTNERSHIP INCOME	-55,931.	-26,232.
INTEREST ON NOTE RECEIVABLE	29,682.	29,682.
INSURANCE PROCEEDS	80,379.	
OTHER INVESTMENT INCOME	7,621.	7,621.
TOTALS	<u>5,687,712.</u>	<u>5,637,032.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	46,709.	44,609.		2,100.
TOTALS	<u>46,709.</u>	<u>44,609.</u>		<u>2,100.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	21,653.	10,827.		10,827.
TOTALS	<u>21,653.</u>	<u>10,827.</u>		<u>10,827.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OIL & GAS RESERVE ANALYSIS FEE	52,628.	52,628.	
IT CONSULTING FEE	17,838.	1,962.	
REAL PROPERTY INVESTMENT ADVISORY FEES	31,500.	31,500.	15,876.
OTHER INVESTMENT ADVISORY FEES	87,100.	87,100.	
TOTALS	<u>189,066.</u>	<u>173,190.</u>	<u>15,876.</u>

ATTACHMENT 7FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAX	26,928.	2,962.	23,966.
EXCISE TAXES	70,000.		
REAL ESTATE TAXES	469,426.	469,426.	
FOREIGN TAXES	61.	61.	
TOTALS	<u>566,415.</u>	<u>472,449.</u>	<u>23,966.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DATA PROCESSING	12,502.	1,375.	11,127.
OFFICE EXPENSES	9,355.	1,029.	8,326.
DUES & MEMBERSHIPS	5,110.		5,110.
INSURANCE	2,758.	350.	2,408.
WEBSITE EXPENSE	30.		30.
BANK CHARGES	428.	428.	
EMGI EXPENSE	974.		974.
HISTORICAL PRESERVATION PROJECT	15,583.		15,583.
INVESTMENT EXPENSE	42,837.	42,837.	
AMORTIZATION	893.		
MISCELLANEOUS	3,346.		
TOTALS	<u>93,816.</u>	<u>46,019.</u>	<u>43,558.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: MILES PRODUCTION, L.P.
ORIGINAL AMOUNT: 918,000.
INTEREST RATE: GREATER OF THE INDEX RATE, PLUS THE APPLICABLE MARGIN OR 6.00%
DATE OF NOTE: 06/20/2011
MATURITY DATE: 06/20/2014
REPAYMENT TERMS: MONTHLY INTEREST PAYMENTS UNTIL MATURITY
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PAYOFF OF NOTE TO NORTHSTAR BANK ON BEHALF OF
MILES PRODUCTION, L.P.

BEGINNING BALANCE DUE

ENDING BALANCE DUE 918,000.

ENDING FAIR MARKET VALUE 918,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 918,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 918,000.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 10</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH EQUITY PORTFOLIO	0.	1,539,455.	1,573,844.
(SEE DETAIL ATTACHED - STMT 11A)			
US OBLIGATIONS TOTAL	<u>0.</u>	<u>1,539,455.</u>	<u>1,573,844.</u>

ATTACHMENT 11FORM 990PE, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEVON ENERGY CORP. STOCK	242,485.	242,485.	248,000.
NORTHERN TRUST EQUITY PORTFOLIO	843,440.		
MERRILL LYNCH EQUITY PORTFOLIO		7,100,209.	7,172,615.
(SEE DETAIL ATTACHED - STMT 11A)			
TOTALS	<u>1,085,925.</u>	<u>7,342,694.</u>	<u>7,420,615.</u>



Merrill Lynch

Trust Statement Link Service

THE MILES FOUNDATION
2821 W 7TH ST STE 200
FORT WORTH TX 76107-8914

YOUR FINANCIAL ADVISOR:
ROBERT BURNS
FA # 1612
(888) 255-0680

Total Relationship Value As Of 12/31/11 **\$9,609,295.16**

Your Merrill Lynch Office:
286 GRAND AVE SUITE 200
SOUTH LAKE TX 76082

Trust Officer: KARLA D MCCALLISTER
817-390-6811

ACTIVITY SUMMARY

Fiscal Year
Value 12/2011

Credits	
Sales	2,039,571.01
Income	64,264.89
Funds Received	0.04
Electronic Trfs	8,274,535.97
Other Credits	88,807.28
Total Credits	10,467,179.19
Debits	
Purchases	10,145,352.64
Withdrawals	0.00
Electronic Trfs	0.00
Bill Payment	0.00
ML Trust Fees	26,708.76
Non ML Trust Fees	24.00
Other Debits	850.12
Total Debits	10,172,935.52
Net Activity	294,243.67

ANNUAL PORTFOLIO SUMMARY

	Fiscal Year Value 12/31/11	Current Portfolio Cost Basis	Unrealized Gains/(Losses)
Cash/Money Accounts	294,243.67	294,243.67	0.00
CD's/Equivalents	0.00	0.00	0.00
Government Securities	1,573,843.82	1,539,455.04	34,388.78
Corporate Bonds	552,045.90	553,784.72	(1,738.82)
Municipal Bonds	0.00	0.00	0.00
Equities	5,780,476.69	5,668,245.58	112,231.11
Mut Funds/CEF/UIT	1,392,138.56	1,431,963.40	(39,824.84)
Options	0.00	0.00	0.00
Other	1,467.00	7.00	0.00
Long Market Value	9,594,215.64	9,487,699.41	105,056.23
Debit Balance	0.00	0.00	0.00
Short Market Value	0.00	0.00	0.00
Estimated Accrued Int	15,079.52	0.00	0.00
Net Portfolio Value	9,609,295.16	9,487,699.41	105,056.23

PLEASE NOTE:

This fiscal year end statement is for information purposes and should be used in conjunction with your monthly statements. This statement does not reflect any pending trades or dividend reclassifications. Please consult your tax advisor regarding any tax planning and reporting requirements.

INCOME SUMMARY

	Current Year (12/11)
Interest	16,884.36
Dividends	47,380.53
Total	64,264.89
Accrued Interest Earned	0.00
Accrued Interest Paid	12,349.29

PLEASE SEE REVERSE SIDE
Page SUMMARY 3
Statement Period Year Ending 12/31/11
Account No. 7SL-11279

☒ 00571205

ATTACHMENT 11A

PAGE 1 OF 67





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
39,000	FNMA PMA0583 04%2040 AMORTIZED FACTOR 0.852058000 AMORTIZED VALUE 33,230	07/22/11	33,604.10	34,939.33	1,335.23	120.81	1,330.00
5,000	FNMA PMA0583 04%2040 AMORTIZED VALUE 4,260	10/20/11	4,413.39	4,479.40	66.01	15.46	171.00
312,000	FNMA P725027 05%2033 AMORTIZED FACTOR 0.270127940 AMORTIZED VALUE 84,279	07/22/11	80,853.59	91,143.76	490.17	339.46	4,214.00
58,000	FNMA P725027 05%2033 AMORTIZED VALUE 15,667	10/20/11	16,881.65	16,943.39	61.74	63.10	784.00
49,000	FNMA PAH0989 03 50%2025 AMORTIZED FACTOR 0.865980640 AMORTIZED VALUE 42,433	07/22/11	43,586.70	44,413.49	826.79	119.84	1,486.00
7,000	FNMA PAH0989 03 50%2025 AMORTIZED VALUE 6,061	10/20/11	6,292.97	6,344.78	51.81	17.09	213.00
13,000	FHLMC G0 5923 05 50%2040 AMORTIZED FACTOR 0.550936970 AMORTIZED VALUE 7,162	10/20/11	7,770.97	7,781.29	10.32	34.72	394.00

PLEASE SEE REVERSE SIDE

Page
10 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

☒ 00871213



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
97,000	FHLMC A9 7040 04%2041 AMORTIZED FACTOR 0.941228330 AMORTIZED VALUE 91,299	07/22/11	92,525.98	95,894.87	3,368.89	294.19	3,652.00
9,000	FHLMC A9 7040 04%2041 AMORTIZED VALUE 8,471	10/20/11	8,786.07	8,897.46	111.39	27.30	339.00
180,000	FNMA PAH583 04 50%2041 AMORTIZED FACTOR 0.914658200 AMORTIZED VALUE 164,638	07/22/11	171,738.14	175,336.14	3,598.00	596.81	7,409.00
22,000	FNMA PAI4815 04 50%2041 AMORTIZED FACTOR 0.901717030 AMORTIZED VALUE 19,837	10/21/11	20,910.25	21,126.81	216.56	71.91	893.00
19,000	FNMA P931675 05 50%2018 AMORTIZED FACTOR 0.453447570 AMORTIZED VALUE 8,815	10/20/11	9,393.59	9,359.38	(34.21)	41.81	474.00
54,000	FNMA PAD1613 04 50%2025 AMORTIZED FACTOR 0.651419820 AMORTIZED VALUE 35,176	07/22/11	37,617.05	37,511.63	(105.42)	142.20	1,583.00
10,000	FNMA PAD1613 04 50%2025 AMORTIZED VALUE 6,514	10/20/11	6,964.09	6,946.80	(17.49)	28.33	294.00
67,000	FEDERAL HOME LN MTG CORP NOTES SR MTN 05.000% JUL 15 2014	07/22/11	73,988.63	74,409.53	422.90	1,535.42	3,350.00
7,000	FEDERAL HOME LN MTG CORP ORIGINAL UNIT/TOTAL COST: 111.68717,818.10	10/19/11	7,762.65	7,774.13	11.48	160.42	350.00

PLEASE SEE REVERSE SIDE
Page
11 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

x 00071214

00-17-60808-IPSS000 05-2011





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MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
89,000	U.S. TREASURY NOTE 3.125% MAY 15 2019 03.125% MAY 15 2019	07/22/11	92,896.82	99,791.25	6,894.43	343.84	2,782.00
4,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 109.7895/4,391.58	10/19/11	4,382.51	4,485.00	102.49	15.45	125.00
33,000	U.S. TREASURY NOTE 2.750% FEB 15 2019 02.750% FEB 15 2019	07/22/11	33,748.00	38,142.59	2,394.59	337.85	908.00
2,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 107.2270/2,144.54	10/19/11	2,141.10	2,190.46	49.36	20.48	55.00
76,000	U.S. TREASURY NOTE 1.375% SEP 15 2012 01.375% SEP 15 2012	07/22/11	76,585.39	76,688.04	82.65	304.31	1,045.00
9,000	U.S. TREASURY NOTE	10/19/11	9,096.71	9,079.11	(17.60)	36.04	124.00
77,000	U.S. TREASURY NOTE 3.375% NOV 15 2019 03.375% NOV 15 2019	07/22/11	81,132.58	87,773.84	6,641.26	321.27	2,598.00
3,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 111.5160/3,345.48	10/19/11	3,338.04	3,419.76	81.72	12.52	102.00
41,000	U.S. TREASURY NOTE 2.375% OCT 31 2014 02.375% OCT 31 2014	07/22/11	42,814.16	43,309.53	495.37	180.51	974.00

PLEASE SEE REVERSE SIDE
Page
12 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
4,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 105.6252/4,225.01	10/19/11	4,211.19	4,225.32	14.13	15.86	95.00
61,000	U.S. TREASURY NOTE 2.625% AUG 15 2020 02.625% AUG 15 2020	07/22/11	59,935.12	65,789.72	5,854.60	596.12	1,602.00
3,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 105.0823/3,152.47	10/19/11	3,149.53	3,235.56	86.03	28.32	79.00
63,000	U.S. TREASURY NOTE 1.250% SEP 30 2015 01.250% SEP 30 2015	07/22/11	63,141.85	64,634.22	1,492.37	195.80	788.00
7,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 101.8948/7,132.64	10/19/11	7,126.48	7,181.58	55.12	21.76	88.00
90,000	FEDERAL HOME LN MTG CORP NOTES 01.375% JAN 09 2013	07/22/11	90,909.29	91,038.60	129.31	587.81	1,238.00
10,000	FEDERAL HOME LN MTG CORP ORIGINAL UNIT/TOTAL COST: 101.2820/10,128.20	10/19/11	10,108.48	10,115.40	6.92	85.31	138.00
295,000	FNMA P745418 05 50%2036 AMORTIZED FACTOR 0.312800990 AMORTIZED VALUE 92,276	07/22/11	100,927.19	100,757.41	(169.78)	408.83	5,076.00

PLEASE SEE REVERSE SIDE
Page 13 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

☒ 00571216

00-17-6060B-IPS5000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
56,000	FNMA P745418 05 50%2036 AMORTIZED VALUE 17,516	10/20/11	19,104.33	19,126.83	22.50	77.61	984.00
118,000	FNMA P190379 05 50%2037 AMORTIZED FACTOR 0.297895570 AMORTIZED VALUE 35,163	07/22/11	38,350.17	38,318.41	(31.76)	155.79	1,934.00
174,000	FHLMC G1 2978 05 50%2022 AMORTIZED FACTOR 0.235786230 AMORTIZED VALUE 41,028	07/22/11	44,732.03	44,415.25	(316.78)	200.11	2,257.00
159,000	FNMA P889579 06%2038 AMORTIZED FACTOR 0.300611000 AMORTIZED VALUE 47,797	07/22/11	52,756.10	52,862.83	106.73	231.02	2,888.00
32,000	FNMA P889579 06%2038 AMORTIZED VALUE 9,619	10/20/11	10,605.55	10,639.06	33.51	48.49	578.00
114,000	FHLMC G0 5409 05 50%2039 AMORTIZED FACTOR 0.371816440 AMORTIZED VALUE 42,387	07/22/11	46,095.94	46,051.06	(44.88)	204.84	2,332.00
23,000	FHLMC G0 5409 05 50%2039 AMORTIZED VALUE 8,551	10/20/11	9,278.68	9,291.00	12.32	41.33	471.00
Total Government Securities			1,539,455.04	1,573,843.82	34,388.78	8,036.54	56,158.00

PLEASE SEE REVERSE SIDE
Page 14 of 285
Statement Period 12/31/11
Account No. 7SL-11279

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MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
18,000	BANK OF NEW YORK MELLON 04.300% MAY 15 2014 MOODY'S: AA2 S&P: A +	07/22/11	19,275.69	19,313.10	37.41	98.75	774.00
1,000	BANK OF NEW YORK MELLON ORIGINAL UNIT/TOTAL COST: 108.8030/1,088.03	10/19/11	1,081.68	1,072.95	(8.73)	5.38	43.00
33,000	GENERAL ELECTRIC COMPANY GLB 05.000% FEB 01 2013	07/22/11	34,444.82	34,389.30	(55.52)	882.92	1,650.00
5,000	GENERAL ELECTRIC COMPANY ORIGINAL UNIT/TOTAL COST: 104.7440/5,237.20	10/19/11	5,202.60	5,210.50	7.90	103.47	250.00
19,000	CITIGROUP INC GLB 03.953% JUN 15 2016	09/06/11	19,374.99	18,934.45	(440.54)	31.29	752.00
3,000	CITIGROUP INC ORIGINAL UNIT/TOTAL COST: 100.8330/3,024.99	10/19/11	3,024.06	2,989.65	(34.41)	4.94	119.00
18,000	CRED SUIS FB USA BANK GUARANTEED GLB 05.125% AUG 15 2015	07/22/11	19,611.73	18,960.48	(651.25)	345.94	923.00
3,000	CRED SUIS FB USA ORIGINAL UNIT/TOTAL COST: 106.7900/3,203.70	10/19/11	3,194.27	3,160.08	(34.19)	57.86	154.00

PLEASE SEE REVERSE SIDE
Page 15 of 285
Statement Period Year Ending 12/31/11
Account No. 7SL-11278



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
19,000	CHEVRON CORP GLB 04.950% MAR 03 2019	07/22/11	21,432.73	22,440.90	1,008.17	305.66	941.00
2,000	CHEVRON CORP ORIGINAL UNIT/TOTAL COST: 117.9120/2,358.24	10/24/11	2,350.24	2,362.20	11.96	32.18	99.00
18,000	CONOCOPHILLIPS COMPANY GUARNT 04.800% JAN 15 2015	07/22/11	19,753.87	19,907.82	153.95	379.50	828.00
1,000	CONOCOPHILLIPS ORIGINAL UNIT/TOTAL COST: 110.2850/1,102.85	10/20/11	1,097.11	1,105.99	8.88	21.06	46.00
18,000	COMCAST CORP COMPANY GUARNT 05.300% JAN 15 2014	07/22/11	19,470.13	19,395.90	(74.23)	437.25	954.00
2,000	COMCAST CORP ORIGINAL UNIT/TOTAL COST: 108.6160/2,172.32	10/19/11	2,158.08	2,155.10	(2.98)	48.58	106.00
18,000	DIRECTV HLDG/FIN INC COMPANY GUARNT 03.500% MAR 01 2016	09/06/11	18,875.37	18,556.56	(318.81)	208.25	630.00
3,000	DIRECTV HLDG/FIN INC ORIGINAL UNIT/TOTAL COST: 103.5790/3,107.37	10/19/11	3,103.01	3,092.76	(10.25)	34.71	105.00





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
43,000	GOLDMAN SACHS GROUP LP GLB 05.450% NOV 01 2012	07/22/11	44,597.00	43,730.14	(866.86)	384.07	2,344.00
5,000	GOLDMAN SACHS GROUP LP ORIGINAL UNIT/TOTAL COST: 103.5750/5,178.75	10/19/11	5,146.28	5,084.90	(61.38)	44.66	273.00
29,000	JP MORGAN CHASE SUBORDINATED 05.150% OCT 01 2015	07/22/11	31,244.95	30,780.02	(464.93)	369.23	1,494.00
5,000	JP MORGAN CHASE ORIGINAL UNIT/TOTAL COST: 106.4550/5,322.75	10/19/11	5,308.36	5,306.90	(1.46)	63.66	258.00
18,000	JP MORGAN CHASE & CO 06.000% JAN 15 2018 MOODY'S: AA3 S&P: A	07/22/11	20,287.00	20,082.24	(204.76)	495.00	1,080.00
2,000	JP MORGAN CHASE & CO ORIGINAL UNIT/TOTAL COST: 111.7820/2,235.64	10/19/11	2,229.35	2,231.36	2.01	55.00	120.00
18,000	KRAFT FOODS INC GLB 04.125% FEB 09 2018	09/08/11	19,321.97	19,543.14	221.17	290.81	743.00
2,000	KRAFT FOODS INC ORIGINAL UNIT/TOTAL COST: 107.4320/2,148.64	10/19/11	2,142.48	2,171.48	28.98	32.31	83.00

PLEASE SEE REVERSE SIDE
Page 17 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

☒ 00671220

00-17-6060B-IPSS0000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
17,000	METLIFE INC GLB 05.000% JUN 15 2015	07/22/11	18,561.92	18,519.63	(42.29)	35.42	850.00
2,000	METLIFE INC ORIGINAL UNIT/TOTAL COST: 109.7300/2,194.60	10/19/11	2,184.99	2,178.78	(6.21)	4.17	100.00
17,000	ORACLE CORP GLB 04.950% APR 15 2013	07/22/11	17,935.24	17,952.85	17.61	175.31	842.00
3,000	ORACLE CORP ORIGINAL UNIT/TOTAL COST: 106.8880/3,200.04	10/19/11	3,174.86	3,168.15	(6.71)	30.94	149.00
19,000	TIME WARNER CABLE INC COMPANY GUARNT 04.125% FEB 15 2021	09/08/11	19,509.86	19,511.10	1.44	293.91	784.00
2,000	TIME WARNER CABLE INC ORIGINAL UNIT/TOTAL COST: 102.2710/2,045.42	10/19/11	2,044.86	2,053.80	8.94	30.94	83.00
18,000	TARGET CORP GLB 05.875% MAR 01 2012	07/22/11	18,165.75	18,151.02	(14.73)	349.56	1,058.00
2,000	TARGET CORP ORIGINAL UNIT/TOTAL COST: 101.9880/2,039.76	10/19/11	2,018.79	2,016.78	(2.01)	38.84	118.00

PLEASE SEE REVERSE SIDE

Page
18 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

X 00571221





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
42,000	UNITED PARCEL SERVICE GLB 04.500% JAN 15 2013	07/22/11	43,782.58	43,729.56	(53.02)	866.25	1,890.00
4,000	UNITED PARCEL SERVICE ORIGINAL UNIT/TOTAL COST: 104.8730/4,194.92	10/19/11	4,165.37	4,164.72	(0.65)	82.50	180.00
17,000	VERIZON COMMUNICATIONS GLB 04.800% APR 01 2021	09/06/11	18,824.48	19,190.79	366.31	193.33	782.00
3,000	VERIZON COMMUNICATIONS ORIGINAL UNIT/TOTAL COST: 112.3450/3,370.35	10/19/11	3,364.01	3,386.61	22.60	34.12	138.00
33,000	WELLS FARGO & COMPANY GLB 02.625% DEC 15 2016	12/08/11	33,048.71	32,979.87	(68.84)	43.31	867.00
21,000	USD BARRICK GOLD COR SER WI VARI% MAY 30 2016	12/08/11	21,575.68	21,553.14	(22.54)	50.75	609.00
17,000	PRUDENTIAL FINANCIAL INC SER MTNB 05.100% SEP 20 2014	07/22/11	18,508.51	18,284.52	(223.99)	240.83	867.00
3,000	PRUDENTIAL FINANCIAL INC ORIGINAL UNIT/TOTAL COST: 106.8140/3,204.42	10/19/11	3,191.74	3,226.68	34.94	42.50	153.00
Total Corporate Bonds			553,784.72	552,045.90	(1,738.82)	7,042.98	24,239.00

PLEASE SEE REVERSE SIDE

Page
19 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

X 00571222

00-17-60608-IPS5000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
38	ABBOTT LABS	08/24/04	1,565.60	2,136.74	571.14	73.00
100	ABBOTT LABS	04/22/08	5,065.04	5,623.00	557.96	192.00
107	ABBOTT LABS	08/19/11	5,276.87	6,016.61	739.74	206.00
81	ABBOTT LABS	09/19/11	4,181.22	4,554.63	373.41	156.00
91	ABBOTT LABS	10/19/11	4,942.21	5,116.93	174.72	175.00
86	ABBOTT LABS	11/02/11	4,576.92	4,835.78	258.86	166.00
54	ABBOTT LABS	11/16/11	2,909.51	3,036.42	126.91	104.00
153	APOLLO GROUP INC CL A	07/19/11	7,665.87	8,242.11	576.24	
92	APOLLO GROUP INC CL A	08/05/11	4,321.15	4,956.04	634.89	
145	APOLLO GROUP INC CL A	08/19/11	6,552.23	7,811.15	1,258.92	
105	APOLLO GROUP INC CL A	09/19/11	4,812.15	5,656.35	844.20	
57	APOLLO GROUP INC CL A	11/02/11	2,602.62	3,070.59	467.97	
44	APOLLO GROUP INC CL A	11/16/11	2,051.72	2,370.28	318.56	
70	AMAZON COM INC COM	07/19/11	15,243.20	12,117.00	(3,126.20)	
114	AMAZON COM INC COM	08/19/11	20,766.83	19,733.40	(1,033.43)	
72	AMAZON COM INC COM	09/19/11	17,125.20	12,463.20	(4,662.00)	
16	AMAZON COM INC COM	11/02/11	3,466.08	2,769.60	(696.48)	

PLEASE SEE REVERSE SIDE

Page
20 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

X 00571223





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
32	AMAZON COM INC COM	11/16/11	6,869.44	5,539.20	(1,330.24)	
15	ALLERGAN INC	07/19/11	1,259.92	1,316.10	56.18	3.00
26	ALLERGAN INC	08/02/11	2,189.34	2,281.24	111.90	6.00
137	ALLERGAN INC	08/19/11	10,029.63	12,020.38	1,990.75	28.00
73	ALLERGAN INC	09/19/11	6,021.04	6,405.02	383.98	15.00
272	AMERISOURCEBERGEN CORP	07/19/11	11,369.60	10,115.68	(1,253.92)	142.00
252	AMERISOURCEBERGEN CORP	08/19/11	9,476.84	9,371.88	(104.96)	132.00
134	AMERISOURCEBERGEN CORP	08/19/11	5,255.48	4,983.46	(272.02)	70.00
74	AMERISOURCEBERGEN CORP	11/02/11	2,977.02	2,752.06	(224.96)	39.00
77	AMERISOURCEBERGEN CORP	11/16/11	2,982.98	2,863.63	(119.35)	41.00
581	ANHEUSER-BUSCH INBEV ADR	11/22/11	33,712.53	35,435.19	1,722.66	564.00
420	ACCENTURE PLC SHS	09/28/11	23,207.86	22,356.60	(851.26)	568.00
32	ACCENTURE PLC SHS	11/02/11	1,873.28	1,703.38	(169.92)	44.00
45	ACCENTURE PLC SHS	11/16/11	2,606.40	2,395.35	(211.05)	61.00
253	ALPHA NATURAL RESOURCES INC	07/19/11	11,624.44	5,168.79	(6,455.65)	
228	ALPHA NATURAL RESOURCES INC	08/19/11	6,751.31	4,658.04	(2,093.27)	

PLEASE SEE REVERSE SIDE
Page 21 of 285
Statement Period Year Ending 12/31/11
Account No. 7SL-11279

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00-17-6060B-IPSS000 05-2011





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
161	ALPHA NATURAL RESOURCES INC	09/19/11	4,585.28	3,289.23	(1,296.05)	
105	ALPHA NATURAL RESOURCES INC	11/16/11	2,668.58	2,145.15	(523.43)	
376	AT& T INC	07/19/11	11,381.48	11,370.24	(11.24)	662.00
299	AT& T INC	08/19/11	8,451.09	9,041.76	590.67	527.00
216	AT& T INC	08/19/11	6,132.24	6,531.84	399.60	381.00
295	AT& T INC	10/19/11	8,597.95	8,920.80	322.85	520.00
176	AT& T INC	11/02/11	5,116.32	5,322.24	205.92	310.00
153	AT& T INC	11/16/11	4,439.30	4,626.72	187.42	270.00
103	AMER EXPRESS COMPANY	04/28/10	4,889.20	4,858.51	(30.69)	75.00
81	AMER EXPRESS COMPANY	08/19/11	3,608.55	3,820.77	212.22	59.00
66	AMER EXPRESS COMPANY	09/19/11	3,219.48	3,113.22	(106.26)	48.00
80	AMER EXPRESS COMPANY	10/19/11	3,740.00	3,773.60	33.60	58.00
41	AMER EXPRESS COMPANY	11/02/11	2,084.85	1,933.97	(150.88)	30.00
52	AMER EXPRESS COMPANY	11/16/11	2,559.44	2,452.84	(106.60)	38.00
736	ACTIVISION BLIZZARD INC	07/19/11	8,760.90	9,067.52	306.62	122.00
932	ACTIVISION BLIZZARD INC	08/19/11	10,007.26	11,482.24	1,474.98	154.00

PLEASE SEE REVERSE SIDE

Page 22 of 285
Statement Period Year Ending 12/31/11
Account No. 7SL-11279

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MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
519	ACTIVISION BLIZZARD INC	09/19/11	6,263.03	6,394.08	131.05	86.00
187	ACTIVISION BLIZZARD INC	10/19/11	2,440.35	2,303.84	(136.51)	31.00
472	ACTIVISION BLIZZARD INC	11/02/11	6,285.34	5,815.04	(470.30)	78.00
422	ACTIVISION BLIZZARD INC	11/16/11	5,184.89	5,199.04	14.35	70.00
210	ANADARKO PETE CORP	07/19/11	17,258.75	16,029.30	(1,229.45)	76.00
200	ANADARKO PETE CORP	08/19/11	13,437.30	15,266.00	1,828.70	72.00
120	ANADARKO PETE CORP	09/19/11	8,844.60	9,159.60	315.00	44.00
28	ANADARKO PETE CORP	11/02/11	2,271.92	2,137.24	(134.68)	11.00
74	ANADARKO PETE CORP	11/16/11	5,883.74	5,648.42	(235.32)	27.00
38	APPLE INC	01/09/07	3,321.96	15,390.00	12,068.04	
75	APPLE INC	07/19/11	28,229.25	30,375.00	2,145.75	
129	APPLE INC	08/19/11	46,598.67	52,245.00	5,646.33	
68	APPLE INC	09/19/11	27,901.76	27,540.00	(361.76)	
6	APPLE INC	09/23/11	2,429.70	2,430.00	0.30	
29	APPLE INC	11/02/11	11,555.63	11,745.00	189.37	
29	APPLE INC	11/16/11	11,286.80	11,745.00	458.20	
251	BROADCOM CORP CALIF CL A	07/19/11	8,679.58	7,369.36	(1,310.22)	91.00



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
258	BROADCOM CORP CALIF CL A	08/19/11	8,145.00	7,516.16	(628.84)	93.00
137	BROADCOM CORP CALIF CL A	09/19/11	4,860.27	4,022.32	(837.95)	50.00
60	BROADCOM CORP CALIF CL A	11/02/11	2,091.60	1,761.60	(330.00)	22.00
72	BROADCOM CORP CALIF CL A	11/16/11	2,575.44	2,113.92	(461.52)	26.00
193	BIOMGEN IDEC INC	09/02/11	17,856.94	21,239.65	3,382.71	
59	BIOMGEN IDEC INC	09/19/11	5,883.48	6,492.95	609.47	
26	BIOMGEN IDEC INC	11/02/11	2,971.28	2,861.30	(109.98)	
29	BIOMGEN IDEC INC	11/16/11	3,233.21	3,191.45	(41.76)	
159	BANK OF NOVA SCOTIA	07/19/11	9,403.69	7,919.79	(1,483.90)	327.00
133	BANK OF NOVA SCOTIA	08/19/11	6,805.53	6,624.73	(180.80)	273.00
91	BANK OF NOVA SCOTIA	09/19/11	4,734.73	4,532.71	(202.02)	187.00
121	BANK OF NOVA SCOTIA	10/19/11	6,176.83	6,027.01	(149.82)	249.00
67	BANK OF NOVA SCOTIA	11/02/11	3,464.57	3,337.27	(127.30)	138.00
72	BANK OF NOVA SCOTIA	11/16/11	3,571.92	3,586.32	14.40	148.00
63	BG GROUP PLC SPON ADR	07/19/11	7,196.49	6,741.00	(455.49)	72.00
73	BG GROUP PLC SPON ADR	08/19/11	7,409.50	7,811.00	401.50	83.00
53	BG GROUP PLC SPON ADR	09/19/11	5,269.79	5,671.00	401.21	60.00

PLEASE SEE REVERSE SIDE

X 00571227 Page 24 of 285 Statement Period Year Ending 12/31/11 Account No. 7SL-11279





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
59	BG GROUP PLC SPON ADR	11/02/11	6,313.50	6,313.00	(206.50)	67.00
40	BG GROUP PLC SPON ADR	11/16/11	4,319.60	4,280.00	(39.60)	48.00
510	BNP PARIBAS SPONSORD ADR	12/08/11	10,651.86	10,021.50	(630.36)	565.00
100	BHP BILLITON LTD ADR	05/19/09	5,347.00	7,063.00	1,716.00	202.00
100	BHP BILLITON LTD ADR	02/22/10	7,529.79	7,063.00	(466.79)	202.00
33	BHP BILLITON LTD ADR	07/19/11	3,032.04	2,330.79	(701.25)	67.00
190	BHP BILLITON LTD ADR	08/19/11	14,829.88	13,419.70	(1,410.18)	384.00
154	BHP BILLITON LTD ADR	08/19/11	11,682.44	10,877.02	(805.42)	312.00
188	BHP BILLITON LTD ADR	10/19/11	14,021.89	13,278.44	(743.45)	380.00
83	BHP BILLITON LTD ADR	11/02/11	6,463.21	5,862.29	(600.92)	168.00
113	BHP BILLITON LTD ADR	11/16/11	8,430.50	7,981.19	(449.31)	229.00
359	BOEING COMPANY	07/19/11	25,345.04	26,332.65	987.61	632.00
333	BOEING COMPANY	08/19/11	19,481.90	24,425.55	4,943.65	587.00
199	BOEING COMPANY	09/19/11	12,673.16	14,596.65	1,923.49	351.00
61	BOEING COMPANY	11/02/11	3,935.72	4,474.35	538.63	108.00
119	BOEING COMPANY	11/16/11	7,959.61	8,728.65	769.04	210.00
403	BRISTOL-MYERS SQUIBB CO	07/19/11	11,644.89	14,201.72	2,556.83	549.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

Page
25 of 285

☒ 00371229

00-17-60608-IPSS000 05-2011



Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
309	BRISTOL-MYERS SQUIBB CO	08/19/11	8,659.85	10,889.16	2,229.31	421.00
216	BRISTOL-MYERS SQUIBB CO	09/19/11	6,638.60	7,611.84	975.24	294.00
339	BRISTOL-MYERS SQUIBB CO	10/19/11	11,066.66	11,946.36	879.70	462.00
217	BRISTOL-MYERS SQUIBB CO	11/02/11	6,768.21	7,647.08	878.87	286.00
136	BRISTOL-MYERS SQUIBB CO	11/16/11	4,219.48	4,792.64	573.16	185.00
214	COMCAST CRP NEW CL A SPL	07/19/11	5,081.88	5,041.84	(40.04)	97.00
174	COMCAST CRP NEW CL A SPL	08/19/11	3,486.96	4,099.44	612.48	79.00
126	COMCAST CRP NEW CL A SPL	09/19/11	2,826.41	2,968.56	142.15	57.00
179	COMCAST CRP NEW CL A SPL	10/19/11	4,181.76	4,217.24	35.48	81.00
89	COMCAST CRP NEW CL A SPL	11/02/11	2,053.23	2,098.84	43.61	41.00
104	COMCAST CRP NEW CL A SPL	11/16/11	2,259.66	2,450.24	190.58	47.00
171	CENTURYLINK INC SHS	07/19/11	6,471.41	6,361.20	(110.21)	486.00
131	CENTURYLINK INC SHS	08/19/11	4,472.89	4,873.20	400.31	380.00
98	CENTURYLINK INC SHS	09/19/11	3,376.10	3,645.60	269.50	285.00
130	CENTURYLINK INC SHS	10/19/11	4,551.29	4,836.00	284.71	377.00
91	CENTURYLINK INC SHS	11/02/11	3,128.58	3,385.20	256.62	264.00
60	CENTURYLINK INC SHS	11/16/11	2,249.40	2,232.00	(17.40)	174.00

PLEASE SEE REVERSE SIDE
Statement Period
Year Ending 12/31/11
Page
26 of 285
Account No.
7SL-11279

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Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
138	CAMECO CORP COM	07/19/11	3,592.79	2,490.90	(1,101.89)	55.00
115	CAMECO CORP COM	08/19/11	2,418.37	2,075.75	(342.62)	48.00
85	CAMECO CORP COM	09/19/11	1,772.25	1,534.25	(238.00)	34.00
114	CAMECO CORP COM	10/19/11	2,355.78	2,057.70	(298.08)	45.00
47	CAMECO CORP COM	11/02/11	1,003.92	848.35	(155.57)	19.00
57	CAMECO CORP COM	11/18/11	1,137.15	1,028.85	(108.30)	23.00
111	CANADIAN NATL RAILWAY CO	07/19/11	8,680.72	8,720.16	39.44	142.00
88	CANADIAN NATL RAILWAY CO	08/19/11	6,035.92	6,913.28	877.36	113.00
66	CANADIAN NATL RAILWAY CO	09/19/11	4,602.84	5,184.96	582.12	85.00
85	CANADIAN NATL RAILWAY CO	10/19/11	6,290.00	6,677.60	387.60	109.00
55	CANADIAN NATL RAILWAY CO	11/02/11	4,324.10	4,320.80	(3.30)	71.00
48	CANADIAN NATL RAILWAY CO	11/18/11	3,725.76	3,770.88	45.12	62.00
110	CONSOL ENERGY INC COM	07/19/11	5,937.38	4,037.00	(1,900.38)	55.00
86	CONSOL ENERGY INC COM	08/19/11	3,642.96	3,156.20	(486.76)	43.00
67	CONSOL ENERGY INC COM	09/19/11	2,842.81	2,458.90	(383.91)	34.00
87	CONSOL ENERGY INC COM	10/19/11	3,606.15	3,192.90	(413.25)	44.00
34	CONSOL ENERGY INC COM	11/02/11	1,467.10	1,247.80	(219.30)	17.00

PLEASE SEE REVERSE SIDE

Page 27 of 285
Statement Period Year Ending 12/31/11
Account No. 7SL-11279

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00-17-60608-IP55000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
57	CONSOL ENERGY INC COM	11/16/11	2,354.67	2,091.90	(262.77)	29.00
56	CHECK POINT SOFTWARE TECH	07/19/11	3,371.00	2,942.24	(428.76)	
100	CHECK POINT SOFTWARE TECH	07/19/11	6,439.24	5,254.00	(1,185.24)	
289	CHECK POINT SOFTWARE TECH	08/19/11	15,088.66	15,184.06	95.40	
173	CHECK POINT SOFTWARE TECH	09/19/11	9,886.33	9,089.42	(796.91)	
70	CHECK POINT SOFTWARE TECH	11/02/11	4,030.60	3,677.80	(352.80)	
270	COACH INC	10/12/11	16,804.69	16,480.80	(323.89)	243.00
19	COACH INC	11/02/11	1,222.46	1,159.76	(62.70)	18.00
34	COACH INC	11/16/11	2,156.62	2,075.36	(81.26)	31.00
170	CHINA LIFE INS CO SP ADR	09/02/11	6,136.61	6,284.90	148.29	138.00
65	CHINA LIFE INS CO SP ADR	09/19/11	2,276.30	2,403.05	126.75	53.00
115	CHINA LIFE INS CO SP ADR	10/19/11	4,257.30	4,251.55	(5.75)	94.00
29	CHINA LIFE INS CO SP ADR	11/02/11	1,151.30	1,072.13	(79.17)	24.00
46	CHINA LIFE INS CO SP ADR	11/16/11	1,867.14	1,700.62	(166.52)	38.00
177	CHEVRON CORP	07/19/11	19,019.45	18,832.80	(186.65)	574.00
135	CHEVRON CORP	08/19/11	12,737.25	14,364.00	1,626.75	438.00
113	CHEVRON CORP	09/19/11	11,036.21	12,023.20	986.99	367.00

PLEASE SEE REVERSE SIDE

Page 28 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
137	CHEVRON CORP	10/19/11	14,219.23	14,576.80	357.57	444.00
74	CHEVRON CORP	11/02/11	7,744.84	7,873.60	128.76	240.00
78	CHEVRON CORP	11/16/11	7,973.94	8,299.20	325.26	253.00
115	CONOCOPHILLIPS	11/19/10	7,098.20	8,380.05	1,281.85	304.00
96	CONOCOPHILLIPS	08/19/11	6,144.96	6,995.52	850.56	254.00
74	CONOCOPHILLIPS	09/19/11	4,901.02	5,392.38	491.36	196.00
89	CONOCOPHILLIPS	10/19/11	6,248.69	6,485.43	236.74	235.00
54	CONOCOPHILLIPS	11/02/11	3,761.64	3,934.98	173.34	143.00
54	CONOCOPHILLIPS	11/16/11	3,839.94	3,934.98	95.04	143.00
171	CATERPILLAR INC DEL	07/19/11	18,746.56	15,492.60	(3,253.96)	315.00
138	CATERPILLAR INC DEL	08/19/11	11,357.40	12,502.80	1,145.40	254.00
107	CATERPILLAR INC DEL	09/19/11	8,979.44	9,694.20	714.76	197.00
134	CATERPILLAR INC DEL	10/19/11	11,384.64	12,140.40	755.76	247.00
69	CATERPILLAR INC DEL	11/02/11	6,489.45	6,251.40	(238.05)	127.00
75	CATERPILLAR INC DEL	11/16/11	7,254.75	6,795.00	(459.75)	138.00
411	CELANESE CORP DEL SER A	11/02/11	17,611.35	18,194.97	583.62	99.00
54	CELANESE CORP DEL SER A	11/16/11	2,323.62	2,390.58	66.96	13.00

PLEASE SEE REVERSE SIDE

Page 29 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

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00-17-50603B-IPSS000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
192	CERNER CORP COM	07/19/11	12,164.97	11,760.00	(404.97)	
176	CERNER CORP COM	08/19/11	9,972.93	10,780.00	807.07	
104	CERNER CORP COM	09/19/11	7,041.01	6,370.00	(671.01)	
54	CERNER CORP COM	11/02/11	3,382.56	3,307.50	(75.06)	
51	CERNER CORP COM	11/16/11	3,227.28	3,123.75	(103.53)	
125	CERNER CORP COM	11/30/11	7,559.21	7,656.25	97.04	
139	CHUBB CORP	07/19/11	8,531.19	9,621.58	1,090.39	217.00
110	CHUBB CORP	08/19/11	6,534.50	7,614.20	1,079.70	172.00
79	CHUBB CORP	09/19/11	4,716.30	5,468.38	752.08	124.00
98	CHUBB CORP	10/19/11	6,411.16	6,783.56	372.40	153.00
74	CHUBB CORP	11/02/11	4,926.18	5,122.28	198.10	116.00
62	CHUBB CORP	11/16/11	4,094.48	4,291.64	197.16	97.00
418	COCA COLA COM	07/19/11	28,994.78	28,247.46	252.68	786.00
388	COCA COLA COM	08/19/11	26,172.23	27,148.36	976.13	730.00
227	COCA COLA COM	09/19/11	15,974.94	15,883.19	(91.75)	427.00
48	COCA COLA COM	10/19/11	3,238.08	3,358.58	120.48	91.00
184	COCA COLA COM	11/02/11	12,511.19	12,874.48	363.29	346.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Page
30 of 285

Account No.
7SL-11279



Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
141	COCA COLA COM	11/16/11	9,511.16	9,865.77	354.61	266.00
200	DANAHER CORP DEL COM	08/08/01	2,872.00	9,408.00	6,536.00	20.00
150	DANAHER CORP DEL COM	11/18/08	3,986.83	7,058.00	3,069.17	15.00
157	DANAHER CORP DEL COM	07/19/11	8,329.56	7,385.28	(944.28)	16.00
480	DANAHER CORP DEL COM	08/19/11	18,972.47	21,638.40	2,665.93	46.00
265	DANAHER CORP DEL COM	09/19/11	12,135.78	12,465.60	329.82	27.00
106	DANAHER CORP DEL COM	11/02/11	5,154.78	4,986.24	(168.54)	11.00
170	DANAHER CORP DEL COM	11/16/11	8,325.75	7,996.80	(328.95)	17.00
136	DIAGEO PLC SPSP ADR NEW	07/19/11	10,830.88	11,889.12	1,058.24	353.00
112	DIAGEO PLC SPSP ADR NEW	08/19/11	8,236.48	9,791.04	1,554.56	291.00
79	DIAGEO PLC SPSP ADR NEW	09/19/11	6,010.32	6,906.18	895.86	205.00
89	DIAGEO PLC SPSP ADR NEW	10/19/11	7,470.66	7,780.38	309.72	231.00
81	DIAGEO PLC SPSP ADR NEW	11/02/11	6,668.73	7,081.02	412.29	211.00
58	DIAGEO PLC SPSP ADR NEW	11/16/11	4,809.36	5,070.36	261.00	151.00
97	DAIMLER A	07/19/11	7,236.20	4,254.42	(2,981.78)	
133	DAIMLER A	08/19/11	6,635.37	5,833.38	(801.99)	
84	DAIMLER A	09/19/11	4,078.20	3,684.24	(393.96)	

PLEASE SEE REVERSE SIDE

Page 31 of 285
Statement Period Year Ending 12/31/11
Account No. 7SL-11278

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00-17-60608-IPSS000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
17	DAIMLER A	10/19/11	851.02	745.62	(105.40)	
51	DAIMLER A	11/02/11	2,493.90	2,236.86	(257.04)	
58	DAIMLER A	11/16/11	2,513.72	2,543.88	30.16	
64	DOMINION RES INC NEW VA	09/13/10	2,807.96	3,397.12	589.16	127.00
119	DOMINION RES INC NEW VA	09/14/10	5,246.23	6,316.52	1,070.29	235.00
42	DOMINION RES INC NEW VA	09/15/10	1,838.78	2,229.38	390.58	83.00
198	DOMINION RES INC NEW VA	08/19/11	9,570.23	10,509.84	939.61	391.00
121	DOMINION RES INC NEW VA	09/19/11	5,988.90	6,422.68	433.78	239.00
178	DOMINION RES INC NEW VA	10/19/11	9,118.92	9,448.24	329.32	351.00
117	DOMINION RES INC NEW VA	11/02/11	6,007.21	6,210.36	203.15	231.00
101	DOMINION RES INC NEW VA	11/16/11	5,152.57	5,361.08	208.51	199.00
155	DEERE CO	07/19/11	12,519.20	11,989.25	(529.95)	255.00
121	DEERE CO	08/19/11	8,500.13	9,359.35	859.22	199.00
98	DEERE CO	09/19/11	7,503.86	7,580.30	76.44	161.00
118	DEERE CO	10/19/11	8,311.33	9,127.30	815.97	194.00
73	DEERE CO	11/02/11	5,448.72	5,648.55	197.83	120.00
61	DEERE CO	11/16/11	4,686.50	4,718.35	51.85	101.00

PLEASE SEE REVERSE SIDE

Page 32 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
136	DOW CHEMICAL CO	07/19/11	4,723.89	3,911.36	(812.53)	136.00
109	DOW CHEMICAL CO	08/19/11	2,899.89	3,134.84	234.95	109.00
85	DOW CHEMICAL CO	09/19/11	2,329.85	2,444.60	114.75	85.00
111	DOW CHEMICAL CO	10/19/11	3,024.86	3,192.38	167.50	111.00
45	DOW CHEMICAL CO	11/02/11	1,278.00	1,294.20	16.20	45.00
68	DOW CHEMICAL CO	11/16/11	1,799.82	1,898.16	98.34	66.00
51	DU PONT E I DE NEMOURS	03/22/10	1,905.80	2,334.78	428.98	84.00
62	DU PONT E I DE NEMOURS	03/23/10	2,366.16	2,838.36	472.20	102.00
30	DU PONT E I DE NEMOURS	03/24/10	1,159.21	1,373.40	214.19	50.00
150	DU PONT E I DE NEMOURS	04/26/10	6,099.93	6,867.00	767.07	246.00
234	DU PONT E I DE NEMOURS	08/19/11	10,325.60	10,712.52	386.92	384.00
180	DU PONT E I DE NEMOURS	09/19/11	8,289.00	8,240.40	(48.60)	296.00
241	DU PONT E I DE NEMOURS	10/19/11	10,865.46	11,032.98	367.52	396.00
111	DU PONT E I DE NEMOURS	11/02/11	5,346.32	5,081.58	(264.74)	183.00
136	DU PONT E I DE NEMOURS	11/16/11	6,480.90	6,226.08	(254.82)	224.00
504	EBAY INC COM	08/23/11	16,187.02	15,286.32	(900.70)	
37	EBAY INC COM	11/02/11	1,176.23	1,122.21	(54.02)	

PLEASE SEE REVERSE SIDE
Page 33 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

☒ 00571238

00-17-6060B-IPSS000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
68	EBAY INC COM	11/16/11	2,117.52	2,062.44	(55.08)	
265	EBAY INC COM	12/07/11	8,221.97	8,037.45	(184.52)	
247	ENBRIDGE INC COM	07/19/11	8,065.71	9,240.27	1,174.56	277.00
194	ENBRIDGE INC COM	08/19/11	8,050.74	7,257.54	1,208.80	218.00
144	ENBRIDGE INC COM	09/19/11	4,556.84	5,387.04	830.20	162.00
197	ENBRIDGE INC COM	10/19/11	6,772.74	7,369.77	597.03	221.00
120	ENBRIDGE INC COM	11/02/11	4,069.76	4,489.20	419.44	135.00
91	ENBRIDGE INC COM	11/16/11	3,120.39	3,404.31	283.92	102.00
720	EATON CORP	12/16/11	30,537.43	31,341.60	804.17	980.00
37	EXXON MOBIL CORP COM	10/16/98	1,407.48	3,136.12	1,728.64	70.00
200	EXXON MOBIL CORP COM	03/31/99	7,143.50	16,952.00	9,808.50	376.00
137	EXXON MOBIL CORP COM	08/05/11	10,328.80	11,612.12	1,282.32	258.00
99	EXXON MOBIL CORP COM	08/19/11	7,032.56	8,391.24	1,358.68	187.00
303	EXXON MOBIL CORP COM	08/19/11	21,567.54	25,682.28	4,114.74	570.00
247	EXXON MOBIL CORP COM	09/19/11	18,027.10	20,935.72	2,908.62	465.00
158	EXXON MOBIL CORP COM	10/19/11	12,299.70	13,222.56	922.86	294.00
170	EXXON MOBIL CORP COM	11/02/11	13,171.60	14,409.20	1,237.60	320.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

Page
34 of 285

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Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
159	EXXON MOBIL CORP COM	11/16/11	12,470.96	13,476.84	1,005.88	299.00
108	EQT CORP	07/19/11	6,487.45	5,917.32	(570.13)	96.00
90	EQT CORP	08/19/11	4,759.20	4,931.10	171.90	80.00
65	EQT CORP	09/19/11	4,050.80	3,561.35	(489.45)	58.00
80	EQT CORP	10/19/11	5,327.20	4,383.20	(944.00)	71.00
48	EQT CORP	11/02/11	3,016.80	2,629.92	(386.88)	43.00
49	EQT CORP	11/16/11	3,042.90	2,684.71	(358.19)	44.00
123	FIRSTENERGY CORP	07/19/11	5,306.90	5,448.90	142.00	271.00
97	FIRSTENERGY CORP	08/19/11	4,068.18	4,297.10	228.92	214.00
69	FIRSTENERGY CORP	09/19/11	3,086.37	3,056.70	(29.67)	152.00
90	FIRSTENERGY CORP	10/19/11	4,055.40	3,987.00	(68.40)	198.00
63	FIRSTENERGY CORP	11/02/11	2,884.14	2,790.90	(93.24)	139.00
56	FIRSTENERGY CORP	11/16/11	2,509.36	2,480.80	(28.56)	124.00
1,930	FORTUM CORP SHS	08/26/11	10,034.65	8,144.60	(1,890.05)	412.00
589	FORTUM CORP SHS	09/19/11	2,903.77	2,485.58	(418.19)	126.00
172	FORTUM CORP SHS	10/19/11	847.96	725.84	(122.12)	37.00
585	FORTUM CORP SHS	11/02/11	2,813.85	2,468.70	(345.15)	125.00

PLEASE SEE REVERSE SIDE

Page 35 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

X 00571238

00-17-60608-IPSS000 05-2011



Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
350	FORTUM CORP SHS	11/18/11	1,624.00	1,477.00	(147.00)	75.00
155	GREEN MOUNTN COFFEE ROS	09/28/11	16,534.11	6,951.75	(9,582.36)	
156	GENL DYNAMICS CORP COM	07/19/11	11,532.70	10,359.96	(1,172.74)	294.00
77	GENL DYNAMICS CORP COM	08/14/11	5,941.90	5,113.57	(828.33)	145.00
78	GENL DYNAMICS CORP COM	08/19/11	4,555.71	5,179.98	624.27	147.00
47	GENL DYNAMICS CORP COM	11/02/11	2,919.17	3,121.27	202.10	89.00
42	GENL DYNAMICS CORP COM	11/16/11	2,735.04	2,789.22	54.18	79.00
215	GENERAL ELECTRIC	01/21/10	3,448.60	3,850.65	402.05	147.00
400	GENERAL ELECTRIC	05/05/10	7,318.88	7,164.00	(154.88)	272.00
488	GENERAL ELECTRIC	08/19/11	7,449.08	8,740.08	1,291.00	332.00
375	GENERAL ELECTRIC	09/19/11	5,994.53	6,718.25	721.72	255.00
470	GENERAL ELECTRIC	10/19/11	7,893.65	8,417.70	524.05	320.00
279	GENERAL ELECTRIC	11/02/11	4,599.32	4,996.89	397.57	190.00
262	GENERAL ELECTRIC	11/16/11	4,211.78	4,692.42	480.64	179.00
133	GENERAL MILLS	07/19/11	5,032.72	5,374.53	341.81	163.00
106	GENERAL MILLS	08/19/11	3,819.75	4,283.48	463.71	130.00
76	GENERAL MILLS	09/19/11	2,836.32	3,071.16	234.84	93.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Page
36 of 285

Account No.
7SL-11279

X 00571239





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
107	GENERAL MILLS	10/19/11	4,288.89	4,323.87	53.98	131.00
67	GENERAL MILLS	11/02/11	2,582.18	2,707.47	125.29	82.00
53	GENERAL MILLS	11/16/11	2,072.30	2,141.73	69.43	65.00
1	GOOGLE INC CL A	07/19/11	592.87	645.90	53.03	
47	GOOGLE INC CL A	08/19/11	23,536.86	30,357.30	6,820.64	
14	GOOGLE INC CL A	08/28/11	7,421.91	9,042.80	1,620.89	
24	GOOGLE INC CL A	09/19/11	13,002.24	15,501.80	2,499.36	
11	GOOGLE INC CL A	11/02/11	6,457.88	7,104.90	647.02	
11	GOOGLE INC CL A	11/16/11	6,769.95	7,104.90	334.95	
48	GENTING SINGAPORE-UNSPON ADR	07/19/11	3,650.40	2,794.90	(855.50)	
48	GENTING SINGAPORE-UNSPON ADR	08/19/11	2,916.40	2,678.44	(237.96)	
25	GENTING SINGAPORE-UNSPON ADR	09/19/11	1,637.50	1,455.68	(181.82)	
33	GENTING SINGAPORE-UNSPON ADR	11/02/11	2,267.43	1,921.49	(345.94)	
20	GENTING SINGAPORE-UNSPON ADR	11/16/11	1,240.00	1,164.54	(75.46)	

PLEASE SEE REVERSE SIDE
Page 37 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

00871640



00-17-6060B-IPSS000 05-2011





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
202	HALLIBURTON COMPANY	07/19/11	11,141.15	6,971.02	(4,170.13)	73.00
208	HALLIBURTON COMPANY	08/19/11	8,049.76	7,109.08	(940.70)	75.00
110	HALLIBURTON COMPANY	09/19/11	4,270.81	3,798.10	(474.71)	40.00
85	HALLIBURTON COMPANY	11/16/11	3,294.60	2,933.35	(361.25)	31.00
89	HONEYWELL INTL INC DEL	07/19/11	5,113.05	4,837.15	(275.90)	133.00
69	HONEYWELL INTL INC DEL	08/19/11	2,985.62	3,750.15	784.53	103.00
53	HONEYWELL INTL INC DEL	09/19/11	2,488.88	2,880.55	391.67	79.00
74	HONEYWELL INTL INC DEL	10/19/11	3,668.18	4,021.90	353.72	111.00
36	HONEYWELL INTL INC DEL	11/02/11	1,903.32	1,958.60	53.28	54.00
46	HONEYWELL INTL INC DEL	11/16/11	2,461.92	2,500.10	38.18	69.00
589	HSBC HLDG PLC SP ADR	11/16/11	22,989.44	22,440.90	(548.54)	1,149.00
301	HENNES AND MAURITZ AB- ADR	07/19/11	1,986.60	1,914.36	(72.24)	72.00
732	HENNES AND MAURITZ AB- ADR	07/19/11	4,411.85	4,655.52	243.67	173.00
1,347	HENNES AND MAURITZ AB- ADR	08/19/11	7,893.42	8,566.92	673.50	318.00
185	HENNES AND MAURITZ AB- ADR	08/19/11	1,054.50	1,176.80	122.10	44.00

PLEASE SEE REVERSE SIDE

Page
38 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

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Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
581	HENNES AND MAURITZ AB- ADR	09/23/11	3,183.88	3,695.16	511.28	138.00
172	HENNES AND MAURITZ AB- ADR	10/19/11	1,083.60	1,093.92	10.32	41.00
422	HENNES AND MAURITZ AB- ADR	11/16/11	2,544.66	2,683.92	139.26	100.00
438	HOME DEPOT INC	07/19/11	15,831.69	18,413.52	2,581.83	509.00
160	HOME DEPOT INC	07/19/11	5,935.55	6,726.40	790.85	186.00
522	HOME DEPOT INC	08/19/11	16,806.00	21,944.88	5,138.88	606.00
172	HOME DEPOT INC	09/19/11	5,859.18	7,230.88	1,371.70	200.00
82	HOME DEPOT INC	10/19/11	2,924.94	3,447.28	522.34	96.00
203	HOME DEPOT INC	11/02/11	7,346.57	8,534.12	1,187.55	236.00
174	HOME DEPOT INC	11/16/11	6,628.53	7,314.96	686.43	202.00
4	IMPERIAL TOB GRP SPS ADR	07/19/11	264.39	301.36	36.97	13.00
64	IMPERIAL TOB GRP SPS ADR	08/05/11	4,425.60	4,821.76	396.16	197.00
179	IMPERIAL TOB GRP SPS ADR	08/19/11	12,044.91	13,485.86	1,440.95	551.00
125	IMPERIAL TOB GRP SPS ADR	09/19/11	8,020.00	9,417.50	1,397.50	385.00
28	IMPERIAL TOB GRP SPS ADR	10/19/11	1,949.08	2,109.52	160.44	87.00

PLEASE SEE REVERSE SIDE

Page 39 of 285
Statement Period Year Ending 12/31/11
Account No. 7SL-11279

X 00571242

00-17-60608-IPS5000 05-2011





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
131	IMPERIAL TOB GRP SPS ADR	11/02/11	9,359.95	9,869.54	509.59	403.00
1,518	INFINEON TECHS AG SPDADR	11/15/11	13,312.86	11,400.18	(1,912.68)	187.00
823	INFINEON TECHS AG SPDADR	11/16/11	5,258.12	4,678.73	(579.39)	77.00
384	ICICI BANK LTD SPD ADR	09/23/11	13,252.22	10,149.12	(3,103.10)	239.00
24	ICICI BANK LTD SPD ADR	10/19/11	876.72	634.32	(242.40)	15.00
67	ICICI BANK LTD SPD ADR	11/02/11	2,440.14	1,770.81	(669.33)	42.00
68	ICICI BANK LTD SPD ADR	11/16/11	2,134.52	1,797.24	(337.28)	43.00
278	INTEL CORP	07/19/11	6,413.46	6,741.50	328.04	234.00
236	INTEL CORP	08/19/11	4,584.65	5,723.00	1,138.35	199.00
158	INTEL CORP	09/19/11	3,451.73	3,831.50	379.77	133.00
195	INTEL CORP	10/19/11	4,751.45	4,728.75	(22.70)	164.00
179	INTEL CORP	11/02/11	4,290.61	4,340.75	50.14	151.00
96	INTEL CORP	11/16/11	2,430.72	2,328.00	(102.72)	81.00
19	INTL BUSINESS MACHINES CORP IBM	06/25/08	2,387.21	3,493.72	1,106.51	57.00
50	INTL BUSINESS MACHINES CORP IBM	08/29/08	6,113.56	9,194.00	3,080.44	150.00

PLEASE SEE REVERSE SIDE

Page
40 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
62	INTL BUSINESS MACHINES CORP IBM	08/19/11	9,900.16	11,400.56	1,500.40	186.00
39	INTL BUSINESS MACHINES CORP IBM	08/19/11	6,719.31	7,171.32	452.01	117.00
59	INTL BUSINESS MACHINES CORP IBM	10/19/11	10,523.24	10,848.92	325.68	177.00
31	INTL BUSINESS MACHINES CORP IBM	11/02/11	5,721.36	5,700.28	(21.08)	93.00
30	INTL BUSINESS MACHINES CORP IBM	11/16/11	5,625.00	5,516.40	(108.60)	90.00
496	ITAU UNIBANCO BANCO HOLD SA SPONSORED ADR	10/05/11	7,725.20	9,205.76	1,480.56	43.00
104	ITAU UNIBANCO BANCO HOLD SA SPONSORED ADR	11/02/11	1,964.01	1,930.24	(33.77)	9.00
95	ITAU UNIBANCO BANCO HOLD SA SPONSORED ADR	11/16/11	1,696.70	1,763.20	66.50	9.00
121	ING GP NV SPSP ADR	07/19/11	1,283.30	867.57	(415.73)	
240	ING GP NV SPSP ADR	08/02/11	2,446.00	1,720.80	(725.20)	
781	ING GP NV SPSP ADR	08/19/11	6,166.78	5,599.77	(567.01)	
593	ING GP NV SPSP ADR	09/19/11	3,997.83	4,251.81	253.98	
308	JEFFERIES GROUP INC NEW	07/19/11	6,103.45	4,235.00	(1,868.45)	83.00

PLEASE SEE REVERSE SIDE

Page 41 of 285
Statement Period Year Ending 12/31/11
Account No. 7SL-11279

00871244

00-17-6060B-IPSS000 05-2011



Merrill Lynch

MILES FOUNDATION

TRUSTMANAGEMENT/ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
275	JEFFERIES GROUP INC NEW	08/19/11	4,022.23	3,781.25	(240.98)	83.00
176	JEFFERIES GROUP INC NEW	09/19/11	2,478.08	2,420.00	(58.08)	53.00
650	JEFFERIES GROUP INC NEW	11/02/11	8,131.50	8,937.50	806.00	195.00
187	JEFFERIES GROUP INC NEW	11/16/11	2,006.70	2,571.25	564.55	57.00
150	JPMORGAN CHASE & CO	04/29/08	7,072.50	4,987.50	(2,085.00)	150.00
175	JPMORGAN CHASE & CO	04/06/09	5,015.50	5,818.75	803.25	175.00
50	JPMORGAN CHASE & CO	12/07/10	2,020.50	1,662.50	(358.00)	50.00
132	JPMORGAN CHASE & CO	07/19/11	5,325.70	4,389.00	(936.70)	132.00
408	JPMORGAN CHASE & CO	08/19/11	14,126.80	13,566.00	(560.80)	408.00
313	JPMORGAN CHASE & CO	09/19/11	10,130.25	10,407.25	277.00	313.00
358	JPMORGAN CHASE & CO	10/19/11	12,016.27	11,903.50	(112.77)	358.00
244	JPMORGAN CHASE & CO	11/02/11	8,215.48	8,113.00	(102.48)	244.00
242	JPMORGAN CHASE & CO	11/16/11	7,793.76	8,046.50	252.74	242.00
85	JOHNSON AND JOHNSON COM	12/14/06	5,860.15	5,574.30	(85.85)	194.00
28	JOHNSON AND JOHNSON COM	07/19/11	1,867.60	1,836.24	(31.36)	64.00
135	JOHNSON AND JOHNSON COM	07/29/11	8,679.69	8,853.30	173.61	308.00
157	JOHNSON AND JOHNSON COM	08/19/11	9,890.98	10,296.06	305.08	358.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Page
42 of 285

Account No.
7SL-11279

☒ 00571245





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
231	JOHNSON AND JOHNSON COM	08/19/11	14,639.44	15,148.98	509.54	527.00
182	JOHNSON AND JOHNSON COM	09/19/11	11,603.41	11,935.56	332.15	415.00
72	JOHNSON AND JOHNSON COM	10/19/11	4,561.20	4,721.76	160.56	165.00
131	JOHNSON AND JOHNSON COM	11/02/11	8,363.04	8,590.98	227.94	299.00
105	JOHNSON AND JOHNSON COM	11/18/11	6,762.39	6,885.90	123.51	240.00
240	JOHNSON AND JOHNSON COM	12/07/11	15,517.85	15,739.20	221.35	548.00
240	JOHNSON CONTROLS INC	09/10/09	6,389.71	7,502.40	1,112.69	173.00
115	JOHNSON CONTROLS INC	07/19/11	4,755.88	3,594.90	(1,160.98)	83.00
323	JOHNSON CONTROLS INC	08/19/11	9,445.88	10,096.98	651.10	233.00
187	JOHNSON CONTROLS INC	09/19/11	5,608.13	5,845.62	237.49	135.00
80	JOHNSON CONTROLS INC	10/19/11	2,569.60	2,500.80	(68.80)	58.00
142	JOHNSON CONTROLS INC	11/02/11	4,482.32	4,438.92	(43.40)	103.00
115	JOHNSON CONTROLS INC	11/18/11	3,588.00	3,594.90	6.90	83.00
111	KIMBERLY CLARK	07/19/11	7,409.94	8,185.16	775.22	311.00
87	KIMBERLY CLARK	08/19/11	5,712.42	6,399.72	687.30	244.00
62	KIMBERLY CLARK	09/19/11	4,312.09	4,560.72	248.63	174.00
90	KIMBERLY CLARK	10/19/11	6,445.80	8,620.40	174.60	252.00

PLEASE SEE REVERSE SIDE
Statement Period
Year Ending 12/31/11
Page 43 of 285
Account No. 7SL-11279



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
55	KIMBERLY CLARK	11/02/11	3,802.15	4,045.80	243.65	154.00
44	KIMBERLY CLARK	11/16/11	3,115.20	3,236.64	121.44	124.00
445	LAM RESEARCH CORP COM	12/01/11	18,483.43	16,473.90	(2,009.53)	
122	LAS VEGAS SANDS CORP	07/19/11	5,515.16	5,213.06	(302.10)	
129	LAS VEGAS SANDS CORP	07/19/11	6,604.37	5,512.17	(1,092.20)	
251	LAS VEGAS SANDS CORP	08/19/11	10,543.58	10,725.23	181.65	
188	LAS VEGAS SANDS CORP	09/16/11	8,938.76	8,033.24	(905.52)	
228	LAS VEGAS SANDS CORP	09/19/11	10,922.85	9,656.98	(1,265.87)	
72	LAS VEGAS SANDS CORP	11/02/11	3,517.92	3,076.58	(441.36)	
108	LIBERTY GLOBAL INC SER A	07/19/11	4,527.52	4,349.18	(178.34)	
26	LIBERTY GLOBAL INC SER A	07/19/11	1,262.34	1,066.78	(195.56)	
112	LIBERTY GLOBAL INC SER A	08/19/11	4,159.33	4,595.36	436.03	
61	LIBERTY GLOBAL INC SER A	09/19/11	2,332.03	2,502.83	170.80	
52	LIBERTY GLOBAL INC SER A	11/02/11	2,071.68	2,133.56	61.88	
48	LIBERTY GLOBAL INC SER A	11/16/11	2,023.68	1,969.44	(54.24)	
72	LORILLARD INC	07/19/11	7,962.48	8,208.00	245.52	375.00
55	LORILLARD INC	08/19/11	6,028.00	6,270.00	242.00	286.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Page
44 of 285

Account No.
7SL-11279

X 00571247





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
42	LORILLARD INC	09/19/11	4,691.40	4,788.00	96.60	219.00
54	LORILLARD INC	10/19/11	8,204.80	8,156.00	(48.60)	281.00
42	LORILLARD INC	11/02/11	4,522.98	4,788.00	265.02	219.00
23	LORILLARD INC	11/16/11	2,500.33	2,622.00	121.67	120.00
371	LINDE AG SHS SP ADR	10/12/11	5,639.24	5,531.61	(107.63)	78.00
371	LINDE AG SHS SP ADR	10/13/11	5,822.84	5,531.61	(91.23)	78.00
134	LINDE AG SHS SP ADR	10/14/11	2,066.41	1,997.94	(68.47)	29.00
217	LINDE AG SHS SP ADR	11/02/11	3,361.33	3,235.47	(125.86)	46.00
485	LINDE AG SHS SP ADR	11/16/11	7,052.77	7,231.35	178.58	102.00
154	LIMITED BRANDS INC	07/19/11	6,259.41	6,213.90	(45.51)	124.00
128	LIMITED BRANDS INC	08/19/11	4,229.24	5,084.10	854.86	101.00
171	LIMITED BRANDS INC	09/19/11	6,846.09	6,899.85	53.76	137.00
158	LIMITED BRANDS INC	10/19/11	6,575.28	6,375.30	(199.96)	127.00
89	LIMITED BRANDS INC	11/02/11	3,864.38	3,591.15	(273.23)	72.00
76	LIMITED BRANDS INC	11/16/11	3,315.88	3,066.60	(249.28)	61.00
483	L OREAL CO ADR	09/16/11	9,971.10	10,060.89	89.79	179.00
171	L OREAL CO ADR	09/19/11	3,418.29	3,561.93	143.64	64.00

PLEASE SEE REVERSE SIDE
Page 45 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279



Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
123	LOREAL CO ADR	09/29/11	2,456.83	2,562.09	105.26	46.00
56	LOREAL CO ADR	10/19/11	1,223.60	1,166.48	(57.12)	21.00
160	LOREAL CO ADR	11/02/11	3,417.60	3,332.80	(84.80)	60.00
137	LOREAL CO ADR	11/16/11	2,859.19	2,853.71	(5.48)	51.00
1,155	MARVELL TECHNOLOGY GROUP	10/08/11	17,697.37	15,998.75	(1,700.62)	
79	MARVELL TECHNOLOGY GROUP	11/02/11	1,090.99	1,094.15	3.16	
128	MARVELL TECHNOLOGY GROUP	11/16/11	1,920.82	1,772.80	(148.02)	
310	MONSANTO CO NEW DEL COM	09/28/11	20,063.60	21,721.70	1,658.10	373.00
70	MONSANTO CO NEW DEL COM	10/12/11	5,221.77	4,904.90	(316.87)	84.00
27	MONSANTO CO NEW DEL COM	11/02/11	1,988.14	1,891.89	(74.25)	33.00
56	MONSANTO CO NEW DEL COM	11/16/11	4,094.16	3,923.92	(170.24)	68.00
189	MARATHON OIL CORP	07/19/11	5,886.31	5,532.03	(354.28)	114.00
145	MARATHON OIL CORP	08/19/11	3,699.60	4,244.15	544.55	87.00
113	MARATHON OIL CORP	09/19/11	2,828.96	3,307.51	478.55	68.00
147	MARATHON OIL CORP	10/19/11	3,660.30	4,302.69	642.39	89.00
72	MARATHON OIL CORP	11/02/11	1,879.20	2,107.44	228.24	44.00
88	MARATHON OIL CORP	11/16/11	2,427.04	2,575.76	148.72	53.00



PLEASE SEE REVERSE SIDE

Page
46 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

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Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
218	MEADWESTVACO CORP	07/19/11	7,239.78	6,529.10	(710.68)	218.00
173	MEADWESTVACO CORP	08/19/11	4,395.13	5,181.35	786.22	173.00
131	MEADWESTVACO CORP	09/19/11	3,573.03	3,923.45	350.42	131.00
171	MEADWESTVACO CORP	10/19/11	4,662.32	5,121.45	459.13	171.00
90	MEADWESTVACO CORP	11/02/11	2,504.70	2,695.50	190.80	90.00
96	MEADWESTVACO CORP	11/16/11	2,686.08	2,875.20	189.12	96.00
461	MTN GROUP LTD-SPONS ADR	07/19/11	9,834.90	8,159.70	(1,475.20)	383.00
161	MTN GROUP LTD-SPONS ADR	08/19/11	3,110.52	2,849.70	(260.82)	134.00
291	MTN GROUP LTD-SPONS ADR	09/18/11	5,351.49	5,150.70	(200.79)	242.00
172	MTN GROUP LTD-SPONS ADR	11/02/11	2,992.80	3,044.40	51.60	143.00
145	MTN GROUP LTD-SPONS ADR	11/16/11	2,443.25	2,566.50	123.25	121.00
43	MERCADOLIBRE INC	07/19/11	3,385.82	3,420.22	34.40	14.00
63	MERCADOLIBRE INC	08/19/11	3,880.64	5,011.02	1,150.38	21.00
50	MERCADOLIBRE INC	09/18/11	3,410.50	3,977.00	566.50	18.00
39	MERCADOLIBRE INC	11/02/11	2,523.30	3,102.06	578.76	13.00
228	MERCK AND CO INC SHS	07/19/11	8,173.80	8,595.80	421.80	384.00
177	MERCK AND CO INC SHS	08/19/11	5,539.07	6,672.90	1,133.83	298.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Page
47 of 285

Account No.
7SL-11279



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
134	MERCK AND CO INC SHS	09/19/11	4,299.39	5,051.80	752.41	226.00
183	MERCK AND CO INC SHS	10/19/11	5,984.87	6,899.10	914.23	308.00
111	MERCK AND CO INC SHS	11/02/11	3,811.19	4,184.70	373.51	187.00
97	MERCK AND CO INC SHS	11/16/11	3,407.61	3,656.90	249.29	163.00
93	MARATHON PETROLEUM CORP	07/19/11	3,884.66	3,095.97	(588.69)	93.00
78	MARATHON PETROLEUM CORP	08/19/11	2,747.18	2,596.62	(150.54)	78.00
56	MARATHON PETROLEUM CORP	09/19/11	1,905.68	1,864.24	(41.44)	56.00
66	MARATHON PETROLEUM CORP	10/19/11	2,439.36	2,197.14	(242.22)	66.00
38	MARATHON PETROLEUM CORP	11/02/11	1,414.36	1,265.02	(149.34)	38.00
79	MARATHON PETROLEUM CORP	11/16/11	2,726.29	2,629.91	(96.38)	79.00
1	MAKITA CORP SPOND ADR	07/19/11	45.95	32.35	(13.60)	1.00
78	MAKITA CORP SPOND ADR	07/19/11	3,824.40	2,523.30	(1,301.10)	56.00
71	MAKITA CORP SPOND ADR	08/19/11	2,688.08	2,296.85	(391.21)	51.00
90	MAKITA CORP SPOND ADR	09/19/11	3,358.80	2,911.50	(447.30)	65.00
129	MAKITA CORP SPOND ADR	10/06/11	4,539.56	4,173.15	(366.41)	93.00
28	MAKITA CORP SPOND ADR	10/19/11	1,056.44	905.80	(150.64)	21.00
80	MAKITA CORP SPOND ADR	11/02/11	2,922.40	2,588.00	(334.40)	58.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Page
48 of 285

Account No.
7SL-11279





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
164	MANPOWERGROUP	07/19/11	8,632.34	5,863.00	(2,769.34)	132.00
160	MANPOWERGROUP	08/19/11	5,818.40	5,720.00	(98.40)	128.00
90	MANPOWERGROUP	09/18/11	3,234.60	3,217.50	(17.10)	72.00
28	MANPOWERGROUP	11/02/11	1,174.04	1,001.00	(173.04)	23.00
51	MANPOWERGROUP	11/16/11	1,923.72	1,823.25	(100.47)	41.00
166	MCDONALDS CORP	07/19/11	14,304.97	16,654.78	2,349.81	485.00
123	MCDONALDS CORP	08/19/11	10,797.80	12,340.59	1,542.99	345.00
100	MCDONALDS CORP	09/19/11	8,807.19	10,033.00	1,225.81	280.00
132	MCDONALDS CORP	10/19/11	11,932.14	13,243.56	1,311.42	370.00
84	MCDONALDS CORP	11/02/11	7,797.72	8,427.72	630.00	238.00
86	MCDONALDS CORP	11/16/11	6,172.98	6,621.78	448.80	185.00
164	MICROSOFT CORP	07/19/11	4,520.89	4,257.44	(263.45)	132.00
140	MICROSOFT CORP	08/19/11	3,379.10	3,634.40	255.30	112.00
92	MICROSOFT CORP	09/19/11	2,471.12	2,388.32	(82.80)	74.00
137	MICROSOFT CORP	10/19/11	3,731.39	3,556.52	(174.87)	110.00
84	MICROSOFT CORP	11/02/11	2,186.52	2,180.64	(5.88)	68.00
64	MICROSOFT CORP	11/16/11	1,685.12	1,661.44	(23.68)	52.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

Page
49 of 285

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00-17-6060B-IPSS000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
375	MICROSOFT CORP	12/07/11	9,584.84	9,735.00	170.36	300.00
795	MICROSOFT CORP	12/22/11	20,494.62	20,638.20	143.58	637.00
92	NIDEC CORPORATION ADR	07/19/11	2,232.21	1,985.36	(246.85)	24.00
178	NIDEC CORPORATION ADR	07/19/11	4,102.49	3,841.24	(261.25)	46.00
16	NIDEC CORPORATION ADR	07/19/11	376.22	345.28	(30.94)	5.00
205	NIDEC CORPORATION ADR	08/19/11	4,083.46	4,423.90	340.44	53.00
248	NIDEC CORPORATION ADR	08/19/11	4,911.91	5,351.84	439.93	64.00
276	NIDEC CORPORATION ADR	09/19/11	5,637.16	5,956.08	318.92	71.00
129	NIDEC CORPORATION ADR	09/23/11	2,563.23	2,783.82	220.59	34.00
84	NIDEC CORPORATION ADR	10/19/11	1,671.80	1,812.72	141.12	22.00
179	NIDEC CORPORATION ADR	11/16/11	3,765.84	3,862.82	96.98	46.00
400	NISSAN MTR LTD SPN ADR	07/19/11	8,524.00	7,112.00	(1,412.00)	123.00
137	NISSAN MTR LTD SPN ADR	08/19/11	2,335.85	2,435.86	100.01	42.00
165	NISSAN MTR LTD SPN ADR	09/19/11	2,922.15	2,933.70	11.55	51.00
170	NISSAN MTR LTD SPN ADR	09/23/11	2,825.40	3,022.60	197.20	53.00
187	NISSAN MTR LTD SPN ADR	11/02/11	3,414.62	3,324.86	(89.76)	58.00
405	NISSAN MTR LTD SPN ADR	11/16/11	7,338.60	7,200.90	(137.70)	124.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

Page
50 of 285

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Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
285	NATIONAL-OILWELL VARCO INC	11/30/11	20,266.64	19,377.15	(889.49)	137.00
150	NOVARTIS ADR	02/08/10	8,010.96	8,575.50	564.54	301.00
130	NOVARTIS ADR	07/19/11	8,064.51	7,432.10	(632.41)	261.00
189	NOVARTIS ADR	08/19/11	10,398.12	10,805.13	407.01	379.00
171	NOVARTIS ADR	09/19/11	9,427.40	9,776.07	348.67	343.00
96	NOVARTIS ADR	09/23/11	5,136.96	5,488.32	351.36	193.00
30	NOVARTIS ADR	10/19/11	1,723.20	1,715.10	(8.10)	61.00
218	NOVARTIS ADR	11/02/11	12,156.70	12,463.06	306.36	438.00
133	NOVARTIS ADR	11/16/11	7,324.94	7,603.61	278.67	267.00
138	NTT DOCOMO INC SPD ADR	09/23/11	2,614.71	2,532.30	(82.41)	88.00
518	NTT DOCOMO INC SPD ADR	09/26/11	9,877.07	9,505.30	(371.77)	328.00
70	NTT DOCOMO INC SPD ADR	09/29/11	1,291.05	1,284.50	(6.55)	45.00
51	NTT DOCOMO INC SPD ADR	09/30/11	938.69	935.85	(2.84)	33.00
46	NTT DOCOMO INC SPD ADR	10/19/11	823.40	844.10	20.70	30.00
318	NTT DOCOMO INC SPD ADR	11/02/11	5,601.47	5,835.30	233.83	201.00
377	NTT DOCOMO INC SPD ADR	11/16/11	6,759.16	6,917.95	158.79	239.00

PLEASE SEE REVERSE SIDE

Page
51 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

X 00371264

00-17-60606-IPSS000 05-2011





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
645	NOBLE GROUP LTD SHS	11/25/11	10,971.28	11,319.75	348.49	295.00
182	NEXTERA ENERGY INC SHS	07/19/11	9,207.19	9,862.56	655.37	357.00
129	NEXTERA ENERGY INC SHS	08/19/11	7,013.02	7,853.52	840.50	284.00
90	NEXTERA ENERGY INC SHS	09/19/11	4,928.60	5,479.20	552.60	198.00
127	NEXTERA ENERGY INC SHS	10/19/11	7,014.48	7,731.76	717.28	280.00
74	NEXTERA ENERGY INC SHS	11/02/11	4,195.80	4,505.12	309.32	163.00
74	NEXTERA ENERGY INC SHS	11/16/11	4,093.68	4,505.12	411.44	163.00
616	NXP SEMICONDUCTORS N.V.	12/07/11	11,490.93	9,467.92	(2,023.01)	
559	NXP SEMICONDUCTORS N.V.	12/08/11	10,205.72	8,591.83	(1,613.89)	
167	NITTO DENKO CORP ADR	07/19/11	8,157.95	5,933.51	(2,224.44)	179.00
203	NITTO DENKO CORP ADR	08/19/11	7,673.40	7,212.59	(460.81)	218.00
120	NITTO DENKO CORP ADR	09/19/11	5,086.80	4,263.60	(823.20)	128.00
68	NITTO DENKO CORP ADR	09/23/11	2,928.36	2,451.57	(476.79)	74.00
38	NITTO DENKO CORP ADR	10/19/11	1,667.82	1,350.14	(317.68)	41.00
81	NITTO DENKO CORP ADR	11/02/11	3,190.59	2,877.93	(312.66)	87.00
80	NITTO DENKO CORP ADR	11/16/11	2,976.00	2,842.40	(133.60)	88.00
158	NORTHEAST UTILITIES COM	07/19/11	5,463.04	5,699.06	236.02	174.00

PLEASE SEE REVERSE SIDE

x D0671255 Page 52 of 285 Statement Period Year Ending 12/31/11 Account No. 7SL-11279





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
126	NORTHEAST UTILITIES COM	08/19/11	4,089.38	4,544.82	455.44	139.00
86	NORTHEAST UTILITIES COM	09/19/11	2,984.42	3,102.02	137.60	95.00
127	NORTHEAST UTILITIES COM	10/19/11	4,269.17	4,580.89	311.72	140.00
72	NORTHEAST UTILITIES COM	11/02/11	2,477.52	2,597.04	119.52	80.00
71	NORTHEAST UTILITIES COM	11/16/11	2,457.31	2,580.97	103.66	79.00
97	NORTHROP GRUMMAN CORP	07/19/11	6,253.59	5,672.56	(581.03)	194.00
78	NORTHROP GRUMMAN CORP	08/19/11	3,788.80	4,444.48	655.68	152.00
56	NORTHROP GRUMMAN CORP	09/19/11	3,020.64	3,274.88	254.24	112.00
75	NORTHROP GRUMMAN CORP	10/19/11	4,094.25	4,386.00	291.75	150.00
46	NORTHROP GRUMMAN CORP	11/02/11	2,578.76	2,690.08	111.32	92.00
41	NORTHROP GRUMMAN CORP	11/16/11	2,415.72	2,397.68	(18.04)	82.00
584	OGX PETROLEO E-SPON ADR	07/19/11	5,238.48	4,257.36	(981.12)	
508	OGX PETROLEO E-SPON ADR	08/19/11	3,474.72	3,703.32	228.60	
473	OGX PETROLEO E-SPON ADR	09/19/11	3,216.40	3,448.17	231.77	
273	OGX PETROLEO E-SPON ADR	11/02/11	2,263.17	1,990.17	(273.00)	
311	OGX PETROLEO E-SPON ADR	11/16/11	2,472.45	2,267.19	(205.26)	
128	OCCIDENTAL PETE CORP CAL	07/19/11	13,679.68	11,893.60	(1,686.08)	236.00

PLEASE SEE REVERSE SIDE

Page 53 of 285
Statement Period Year Ending 12/31/11
Account No. 7SL-11279

00571206



00-17-60608-IPSS000 05-2011





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
103	OCCIDENTAL PETE CORP CAL	08/19/11	8,432.61	9,651.10	1,218.49	190.00
77	OCCIDENTAL PETE CORP CAL	09/19/11	6,315.54	7,214.90	899.36	142.00
97	OCCIDENTAL PETE CORP CAL	10/19/11	8,349.76	9,088.90	739.14	179.00
55	OCCIDENTAL PETE CORP CAL	11/02/11	5,133.15	5,153.50	20.35	102.00
52	OCCIDENTAL PETE CORP CAL	11/16/11	5,178.18	4,872.40	(305.78)	96.00
174	ORACLE CORP \$0.01 DEL	07/19/11	5,668.28	4,463.10	(1,205.18)	42.00
139	ORACLE CORP \$0.01 DEL	08/19/11	3,503.31	3,565.35	62.04	34.00
258	ORACLE CORP \$0.01 DEL	09/19/11	7,414.89	6,617.70	(797.19)	62.00
89	ORACLE CORP \$0.01 DEL	11/02/11	2,874.70	2,282.85	(591.85)	22.00
134	ORACLE CORP \$0.01 DEL	11/18/11	4,377.30	3,437.10	(940.20)	33.00
77	PRUDENTIAL FINANCIAL INC	07/19/11	4,611.53	3,859.24	(752.29)	112.00
58	PRUDENTIAL FINANCIAL INC	08/19/11	2,726.58	2,906.96	180.38	85.00
52	PRUDENTIAL FINANCIAL INC	09/19/11	2,553.72	2,608.24	52.52	76.00
55	PRUDENTIAL FINANCIAL INC	10/19/11	2,850.10	2,756.60	(93.50)	80.00
30	PRUDENTIAL FINANCIAL INC	11/02/11	1,608.00	1,503.60	(104.40)	44.00
38	PRUDENTIAL FINANCIAL INC	11/16/11	2,006.02	1,904.56	(101.46)	56.00
111	PEABODY ENERGY CORP COM	07/19/11	6,703.76	3,675.21	(3,028.55)	38.00

PLEASE SEE REVERSE SIDE
Page
54 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

☒ 00571227





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
87	PEABODY ENERGY CORP COM	08/19/11	3,792.33	2,880.57	(911.76)	30.00
71	PEABODY ENERGY CORP COM	09/19/11	3,168.73	2,350.81	(817.92)	25.00
83	PEABODY ENERGY CORP COM	10/19/11	3,220.40	2,748.13	(472.27)	29.00
36	PEABODY ENERGY CORP COM	11/02/11	1,510.20	1,191.96	(318.24)	13.00
56	PEABODY ENERGY CORP COM	11/16/11	2,214.80	1,854.18	(360.64)	20.00
198	PHILIP MORRIS INTL INC	07/19/11	13,561.91	15,539.04	1,977.13	610.00
157	PHILIP MORRIS INTL INC	08/19/11	10,895.80	12,321.36	1,425.56	484.00
125	PHILIP MORRIS INTL INC	09/19/11	8,473.03	9,810.00	1,336.97	385.00
153	PHILIP MORRIS INTL INC	10/19/11	10,227.36	12,007.44	1,780.08	472.00
98	PHILIP MORRIS INTL INC	11/02/11	6,819.82	7,691.04	871.22	302.00
81	PHILIP MORRIS INTL INC	11/16/11	5,774.49	6,356.88	582.39	250.00
400	PFIZER INC	07/19/11	7,977.68	8,656.00	678.32	352.00
317	PFIZER INC	08/19/11	5,623.58	8,859.88	1,236.30	279.00
234	PFIZER INC	09/19/11	4,207.32	5,063.76	856.44	206.00
329	PFIZER INC	10/19/11	6,223.20	7,119.56	896.36	290.00
185	PFIZER INC	11/02/11	3,619.28	4,003.40	384.12	163.00
169	PFIZER INC	11/16/11	3,316.63	3,657.16	340.53	149.00

PLEASE SEE REVERSE SIDE

Page 55 of 285
Statement Period
Year Ending 12/31/11
Account No. 7SL-11279

X 00571238

00-17-60608-IPSS0000 05-2011





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1,430	Pfizer Inc	12/16/11	30,202.48	30,945.20	742.74	1,259.00
103	Praxair Inc	07/19/11	10,977.74	11,010.70	32.96	206.00
83	Praxair Inc	08/19/11	7,614.42	8,872.70	1,258.28	168.00
58	Praxair Inc	09/19/11	5,744.90	6,200.20	455.30	116.00
82	Praxair Inc	10/19/11	8,391.06	8,765.80	374.74	164.00
44	Praxair Inc	11/02/11	4,428.60	4,703.60	275.00	88.00
48	Praxair Inc	11/16/11	4,595.86	4,917.40	321.54	92.00
75	Precision Castparts	09/16/11	12,700.11	12,359.25	(340.86)	9.00
24	Precision Castparts	09/19/11	4,124.40	3,954.96	(169.44)	3.00
9	Precision Castparts	11/02/11	1,465.20	1,483.11	17.91	2.00
13	Precision Castparts	11/16/11	2,111.98	2,142.27	30.29	2.00
137	Procter & Gamble Co	12/07/00	5,041.20	9,139.27	4,098.07	288.00
100	Procter & Gamble Co	04/09/10	6,263.00	6,671.00	408.00	210.00
114	Procter & Gamble Co	07/19/11	7,364.55	7,604.94	240.39	240.00
460	Procter & Gamble Co	08/19/11	28,099.42	30,686.80	2,587.18	967.00
279	Procter & Gamble Co	09/19/11	17,868.33	18,612.08	743.76	586.00
193	Procter & Gamble Co	09/23/11	11,732.45	12,875.03	1,142.58	406.00

PLEASE SEE REVERSE SIDE

Page
56 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

x 0007203





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
81	PROCTER & GAMBLE CO	10/19/11	5,243.13	5,403.51	160.38	171.00
236	PROCTER & GAMBLE CO	11/02/11	14,819.82	15,743.56	923.94	496.00
154	PROCTER & GAMBLE CO	11/16/11	9,747.52	10,273.34	525.82	324.00
158	PUB SVC ENTERPRISE GRP	07/19/11	5,034.59	5,215.58	180.99	217.00
126	PUB SVC ENTERPRISE GRP	08/19/11	4,009.85	4,159.26	149.41	173.00
87	PUB SVC ENTERPRISE GRP	09/19/11	2,973.66	2,871.87	(101.79)	120.00
122	PUB SVC ENTERPRISE GRP	10/19/11	4,068.15	4,027.22	(40.93)	168.00
70	PUB SVC ENTERPRISE GRP	11/02/11	2,363.20	2,310.70	(52.50)	96.00
77	PUB SVC ENTERPRISE GRP	11/16/11	2,531.76	2,541.77	10.01	106.00
649	QUALCOMM INC	07/19/11	36,965.42	35,500.30	(1,465.12)	559.00
627	QUALCOMM INC	08/19/11	29,837.30	34,296.90	4,459.60	540.00
343	QUALCOMM INC	09/19/11	18,197.18	18,762.10	564.92	295.00
119	QUALCOMM INC	11/02/11	6,161.23	6,509.30	348.07	103.00
222	QUALCOMM INC	11/16/11	12,690.08	12,143.40	(546.68)	191.00
241	RIO TINTO PLC SPNSRD ADR	07/19/11	17,042.24	11,789.72	(5,252.52)	282.00
200	RIO TINTO PLC SPNSRD ADR	08/19/11	11,340.50	9,784.00	(1,556.50)	234.00
171	RIO TINTO PLC SPNSRD ADR	08/19/11	9,459.93	8,385.32	(1,094.61)	200.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Page
57 of 285

Account No.
7SL-11279

00571250

00-17-6050B-IPS5000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
24	RIO TINTO PLC SPNSRD ADR	10/11/11	1,224.44	1,174.08	(50.36)	29.00
134	RIO TINTO PLC SPNSRD ADR	10/19/11	6,644.06	6,555.28	(88.78)	157.00
71	RIO TINTO PLC SPNSRD ADR	11/02/11	3,848.19	3,473.32	(374.87)	83.00
143	RIO TINTO PLC SPNSRD ADR	11/16/11	7,718.42	6,995.56	(720.86)	168.00
273	RANGE RESOURCES CORP DEL	09/23/11	16,203.92	16,909.62	705.70	44.00
17	RANGE RESOURCES CORP DEL	11/16/11	1,207.17	1,052.98	(154.19)	3.00
211	RAYTHEON CO DELAWARE NEW	07/19/11	9,622.91	10,208.18	585.27	363.00
162	RAYTHEON CO DELAWARE NEW	08/19/11	6,517.94	7,837.56	1,319.62	279.00
121	RAYTHEON CO DELAWARE NEW	09/19/11	5,025.13	5,853.98	828.85	209.00
165	RAYTHEON CO DELAWARE NEW	10/19/11	7,123.88	7,982.70	858.82	284.00
102	RAYTHEON CO DELAWARE NEW	11/02/11	4,418.11	4,934.76	518.65	176.00
89	RAYTHEON CO DELAWARE NEW	11/16/11	4,000.11	4,305.82	305.71	154.00
386	RED HAT INC	07/19/11	17,140.14	15,937.94	(1,202.20)	
180	RED HAT INC	08/19/11	5,830.96	7,432.20	1,601.24	
156	RED HAT INC	09/19/11	6,308.19	6,441.24	133.05	
58	RED HAT INC	11/02/11	2,855.34	2,394.82	(460.52)	
84	RED HAT INC	11/16/11	4,400.76	3,468.36	(932.40)	

PLEASE SEE REVERSE SIDE

Page 58 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

00571251

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Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1,082	RECKITT BENCKISER GR ADR	07/19/11	12,021.02	10,646.88	(1,374.14)	377.00
200	RECKITT BENCKISER GR ADR	07/19/11	2,250.04	1,988.00	(262.04)	70.00
59	RECKITT BENCKISER GR ADR	08/02/11	646.06	580.56	(65.50)	21.00
563	RECKITT BENCKISER GR ADR	08/19/11	6,018.47	5,539.92	(478.55)	196.00
973	RECKITT BENCKISER GR ADR	08/19/11	10,420.83	9,574.32	(846.51)	339.00
598	RECKITT BENCKISER GR ADR	09/19/11	6,171.36	5,884.32	(287.04)	209.00
349	RECKITT BENCKISER GR ADR	11/16/11	3,545.84	3,434.16	(111.68)	122.00
194	ROGERS COMMUNICATIONS B	07/19/11	7,753.48	7,470.94	(282.54)	272.00
117	ROGERS COMMUNICATIONS B	07/19/11	4,973.33	4,505.67	(467.66)	164.00
254	ROGERS COMMUNICATIONS B	08/19/11	9,474.84	9,781.54	306.70	355.00
101	ROGERS COMMUNICATIONS B	09/19/11	3,792.55	3,889.51	96.96	142.00
24	ROGERS COMMUNICATIONS B	10/19/11	873.12	924.24	51.12	34.00
97	ROGERS COMMUNICATIONS B	11/02/11	3,586.09	3,735.47	149.38	136.00
131	ROGERS COMMUNICATIONS B	11/16/11	4,722.47	5,044.81	322.34	184.00
360	SANDISK CORP INC	11/02/11	17,924.40	17,715.60	(208.80)	
32	SANDISK CORP INC	11/16/11	1,666.88	1,574.72	(92.16)	
82	SEMPRA ENERGY	07/19/11	4,260.72	4,510.00	249.28	158.00

PLEASE SEE REVERSE SIDE

Page
59 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
65	SEMPRA ENERGY	08/19/11	3,175.90	3,575.00	399.10	125.00
46	SEMPRA ENERGY	09/19/11	2,416.38	2,530.00	113.62	89.00
62	SEMPRA ENERGY	10/19/11	3,305.84	3,410.00	104.16	120.00
37	SEMPRA ENERGY	11/02/11	1,970.62	2,035.00	64.38	72.00
38	SEMPRA ENERGY	11/16/11	2,009.82	2,090.00	80.18	73.00
70	SCHLUMBERGER LTD	02/28/11	7,127.22	4,781.70	(2,345.52)	70.00
50	SCHLUMBERGER LTD	04/11/11	4,995.41	3,415.50	(1,579.91)	50.00
147	SCHLUMBERGER LTD	07/19/11	13,043.44	10,041.57	(3,001.87)	147.00
72	SCHLUMBERGER LTD	07/19/11	7,046.58	4,918.32	(2,128.26)	72.00
88	SCHLUMBERGER LTD	07/29/11	7,994.29	6,011.28	(1,983.01)	88.00
313	SCHLUMBERGER LTD	08/19/11	23,064.97	21,381.03	(1,683.94)	313.00
42	SCHLUMBERGER LTD	09/19/11	2,966.46	2,869.02	(97.44)	42.00
35	SCHLUMBERGER LTD	10/19/11	2,473.80	2,390.85	(82.95)	35.00
123	SCHLUMBERGER LTD	11/02/11	8,961.17	8,402.13	(559.04)	123.00
104	SCHLUMBERGER LTD	11/16/11	7,871.96	7,104.24	(767.72)	104.00
290	SANOFI ADR	07/19/11	11,249.39	10,596.60	(652.79)	384.00
188	SANOFI ADR	07/19/11	7,203.72	6,869.52	(334.20)	249.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
220	SANOFI ADR	08/19/11	7,583.05	8,038.80	475.75	291.00
354	SANOFI ADR	08/19/11	12,110.69	12,935.16	824.47	488.00
319	SANOFI ADR	09/19/11	10,351.87	11,656.26	1,304.39	422.00
79	SANOFI ADR	10/19/11	2,737.35	2,886.66	149.31	105.00
42	SANOFI ADR	11/02/11	1,453.40	1,534.68	81.28	56.00
232	SANOFI ADR	11/16/11	7,792.00	8,477.28	685.28	307.00
50	SALESFORCE COM INC	08/11/10	4,748.47	5,073.00	324.53	
35	SALESFORCE COM INC	07/18/10	3,246.71	3,551.10	304.39	
39	SALESFORCE COM INC	07/19/11	6,204.51	3,956.94	(2,247.57)	
120	SALESFORCE COM INC	08/19/11	13,585.18	12,175.20	(1,419.98)	
3	SALESFORCE COM INC	09/19/11	403.35	304.38	(98.97)	
22	SALESFORCE COM INC	11/02/11	2,899.60	2,232.12	(667.48)	
27	SALESFORCE COM INC	11/16/11	3,657.69	2,739.42	(918.27)	
238	SWATCH GROUP AG UNSPOND ADR	07/19/11	5,938.10	4,450.60	(1,487.50)	43.00
299	SWATCH GROUP AG UNSPOND ADR	08/19/11	6,213.22	5,591.30	(621.92)	53.00

PLEASE SEE REVERSE SIDE

Page
61 of 285

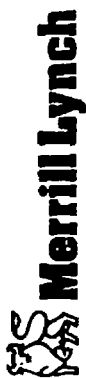
Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

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00-17-6080B-IP55000 05-2011





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
192	SWATCH GROUP AG UNSPOND ADR	09/19/11	4,080.80	3,590.40	(470.40)	34.00
292	SWATCH GROUP AG UNSPOND ADR	11/02/11	6,009.36	5,460.40	(548.96)	52.00
185	SWATCH GROUP AG UNSPOND ADR	11/16/11	3,653.75	3,459.50	(194.25)	33.00
522	SCHNEIDER ELEC SA ADR	07/19/11	7,803.90	5,486.22	(2,317.68)	180.00
408	SCHNEIDER ELEC SA ADR	08/19/11	4,998.00	4,288.08	(709.92)	140.00
282	SCHNEIDER ELEC SA ADR	08/19/11	3,585.82	3,068.92	(516.90)	101.00
528	SCHNEIDER ELEC SA ADR	09/19/11	5,833.34	5,528.26	(305.08)	181.00
203	SCHNEIDER ELEC SA ADR	09/23/11	2,074.66	2,133.53	58.87	70.00
74	SCHNEIDER ELEC SA ADR	10/19/11	905.76	777.74	(128.02)	26.00
291	SCHNEIDER ELEC SA ADR	11/02/11	3,261.21	3,058.41	(202.80)	100.00
370	SCHNEIDER ELEC SA ADR	11/16/11	3,920.30	3,888.70	(31.60)	127.00
105	STANLEY BLACK & DECKER INC	07/19/11	7,170.45	7,098.00	(72.45)	173.00
93	STANLEY BLACK & DECKER INC	08/19/11	5,289.84	6,286.80	996.96	153.00
57	STANLEY BLACK & DECKER INC	09/19/11	3,166.92	3,853.20	686.28	94.00

PLEASE SEE REVERSE SIDE
Statement Period
Year Ending 12/31/11
Page
62 of 285
Account No.
7SL-11279

00571285





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
150	STANLEY BLACK & DECKER INC	10/12/11	8,688.56	10,140.00	1,451.44	246.00
25	STANLEY BLACK & DECKER INC	11/02/11	1,609.00	1,690.00	81.00	41.00
55	STANLEY BLACK & DECKER INC	11/16/11	3,693.25	3,718.00	24.75	91.00
205	SOUTHERN COMPANY	07/19/11	8,266.73	9,489.45	1,222.72	388.00
182	SOUTHERN COMPANY	08/19/11	6,504.30	7,498.98	994.68	307.00
112	SOUTHERN COMPANY	09/19/11	4,749.36	5,184.48	435.12	212.00
161	SOUTHERN COMPANY	10/19/11	6,964.06	7,452.69	488.63	305.00
100	SOUTHERN COMPANY	11/02/11	4,334.50	4,629.00	294.50	189.00
84	SOUTHERN COMPANY	11/16/11	3,627.96	3,888.36	260.40	159.00
289	STARBUCKS CORP	07/19/11	11,633.75	13,296.89	1,663.14	197.00
119	STARBUCKS CORP	07/19/11	4,790.84	5,475.19	684.35	81.00
353	STARBUCKS CORP	08/19/11	12,667.90	16,241.53	3,573.63	241.00
102	STARBUCKS CORP	09/19/11	4,076.93	4,693.02	616.09	70.00
79	STARBUCKS CORP	11/02/11	3,301.41	3,834.79	533.38	54.00
98	STARBUCKS CORP	11/16/11	4,283.58	4,508.98	225.40	67.00

PLEASE SEE REVERSE SIDE

Page
63 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

X 00571255

00-17-6060B-IPSS000 05-2011



Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
153	TECK RESOURCES LTD CLS B	07/19/11	8,080.65	5,384.07	(2,696.58)	124.00
87	TECK RESOURCES LTD CLS B	08/19/11	3,426.93	3,081.53	(365.40)	71.00
17	TECK RESOURCES LTD CLS B	09/19/11	641.92	598.23	(43.69)	14.00
44	TECK RESOURCES LTD CLS B	11/02/11	1,705.00	1,548.36	(156.64)	38.00
49	TECK RESOURCES LTD CLS B	11/16/11	1,830.15	1,724.31	(105.84)	40.00
195	TOTAL S.A. SP ADR	07/19/11	10,598.45	9,988.45	(632.00)	526.00
156	TOTAL S.A. SP ADR	08/19/11	7,186.34	7,973.16	786.82	421.00
119	TOTAL S.A. SP ADR	09/19/11	5,256.90	6,082.09	825.19	321.00
147	TOTAL S.A. SP ADR	10/19/11	7,607.24	7,513.17	(94.07)	397.00
92	TOTAL S.A. SP ADR	11/02/11	4,697.52	4,702.12	4.60	248.00
67	TOTAL S.A. SP ADR	11/16/11	3,388.19	3,424.37	36.18	181.00
265	TEVA PHARMACTCL INDS ADR	12/19/11	11,104.53	10,895.40	(409.13)	208.00
358	TAIWAN S MANUFCTRING ADR	07/19/11	4,352.10	4,595.98	243.86	148.00
293	TAIWAN S MANUFCTRING ADR	08/19/11	3,248.34	3,782.63	534.29	122.00
252	TAIWAN S MANUFCTRING ADR	09/19/11	3,087.09	3,253.32	186.23	105.00
211	TAIWAN S MANUFCTRING ADR	11/02/11	2,667.25	2,724.01	56.76	88.00
163	TAIWAN S MANUFCTRING ADR	11/16/11	2,111.76	2,104.33	(7.43)	68.00

PLEASE SEE REVERSE SIDE

x 00071267 Page 64 of 285 Statement Period Year Ending 12/31/11 Account No. 7SL-11279





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
85	3M COMPANY	07/19/11	8,041.00	6,947.05	(1,093.95)	187.00
65	3M COMPANY	08/19/11	5,045.95	5,312.45	266.50	143.00
53	3M COMPANY	09/19/11	4,161.03	4,331.69	170.66	117.00
66	3M COMPANY	10/19/11	5,179.68	5,394.18	214.50	146.00
35	3M COMPANY	11/02/11	2,747.85	2,860.55	112.70	77.00
37	3M COMPANY	11/16/11	3,008.47	3,024.01	15.54	82.00
200	TRAVELERS COS INC	11/13/09	10,692.00	11,834.00	1,142.00	328.00
35	TRAVELERS COS INC	07/19/11	1,996.05	2,070.95	74.90	58.00
183	TRAVELERS COS INC	08/19/11	9,108.73	10,828.11	1,719.38	301.00
139	TRAVELERS COS INC	09/19/11	6,911.78	8,224.63	1,312.85	228.00
146	TRAVELERS COS INC	10/19/11	7,878.16	8,638.82	760.66	240.00
143	TRAVELERS COS INC	11/02/11	8,227.65	8,481.31	233.66	235.00
107	TRAVELERS COS INC	11/16/11	6,004.31	6,331.19	326.88	176.00
149	TOKYO ELECTRON LTD SHS	10/28/11	17,246.75	15,001.32	(2,245.43)	433.00
33	TOKYO ELECTRON LTD SHS	11/02/11	3,453.45	3,322.44	(131.01)	96.00
21	TOKYO ELECTRON LTD SHS	11/16/11	2,123.73	2,114.28	(9.45)	61.00
621	TULLOW OIL PLC SHS	07/19/11	6,439.77	6,873.27	233.50	34.00

PLEASE SEE REVERSE SIDE
Page
85 of 285

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

00871258

00-17-60608-IPS5000 05-2011



MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
599	TULLOW OIL PLC SHS	08/19/11	4,720.12	6,436.85	1,716.73	33.00
411	TULLOW OIL PLC SHS	09/19/11	4,455.24	4,416.61	(38.63)	23.00
317	TULLOW OIL PLC SHS	11/02/11	3,540.89	3,406.48	(134.41)	18.00
320	TULLOW OIL PLC SHS	11/16/11	3,448.40	3,438.72	(7.68)	18.00
643	TESLA MTRS INC	11/16/11	21,825.99	18,364.08	(3,461.91)	
99	TIFFANY & CO NEW	07/19/11	8,306.10	8,559.74	(1,748.36)	115.00
95	TIFFANY & CO NEW	08/19/11	5,569.85	6,294.70	724.85	111.00
53	TIFFANY & CO NEW	09/19/11	3,967.05	3,511.78	(455.27)	62.00
22	TIFFANY & CO NEW	11/02/11	1,721.94	1,457.72	(264.22)	26.00
30	TIFFANY & CO NEW	11/16/11	2,302.80	1,987.80	(315.00)	35.00
208	TEREX CORP DEL NEW COM	07/19/11	5,363.15	2,783.08	(2,580.09)	
190	TEREX CORP DEL NEW COM	08/19/11	2,668.59	2,566.90	(99.69)	
111	TEREX CORP DEL NEW COM	09/19/11	1,477.52	1,499.61	22.09	
93	TEREX CORP DEL NEW COM	11/16/11	1,532.64	1,256.43	(276.21)	
73	TORONTO DOMINION BANK	07/29/11	5,821.02	5,461.13	(359.89)	195.00
45	TORONTO DOMINION BANK	08/19/11	3,261.60	3,366.45	104.85	121.00
37	TORONTO DOMINION BANK	09/19/11	2,740.59	2,767.97	27.38	99.00

PLEASE SEE REVERSE SIDE
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279



Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
49	TORONTO DOMINION BANK	10/19/11	3,596.11	3,665.69	69.58	131.00
29	TORONTO DOMINION BANK	11/02/11	2,121.35	2,169.49	48.14	78.00
27	TORONTO DOMINION BANK	11/16/11	1,900.53	2,019.87	119.34	73.00
362	UNILEVER NV NY REG SHS	07/19/11	11,611.04	12,441.94	830.90	382.00
290	UNILEVER NV NY REG SHS	08/19/11	9,522.53	9,967.30	444.77	306.00
215	UNILEVER NV NY REG SHS	09/19/11	6,603.66	7,389.55	785.89	227.00
284	UNILEVER NV NY REG SHS	10/19/11	9,519.68	9,761.08	241.40	300.00
172	UNILEVER NV NY REG SHS	11/02/11	5,869.45	5,911.64	42.19	182.00
140	UNILEVER NV NY REG SHS	11/16/11	4,593.39	4,811.80	218.41	148.00
51	US BANCORP (NEW)	04/29/08	1,751.85	1,379.55	(372.30)	26.00
224	US BANCORP (NEW)	12/17/10	5,857.82	6,059.20	201.38	112.00
31	US BANCORP (NEW)	12/20/10	813.27	838.55	25.28	16.00
248	US BANCORP (NEW)	08/19/11	5,189.20	6,708.40	1,519.20	124.00
189	US BANCORP (NEW)	09/19/11	4,493.59	5,112.45	618.86	95.00
225	US BANCORP (NEW)	10/19/11	5,590.13	6,086.25	496.12	113.00
139	US BANCORP (NEW)	11/02/11	3,533.19	3,759.95	226.76	70.00
138	US BANCORP (NEW)	11/16/11	3,522.53	3,732.90	210.37	69.00

PLEASE SEE REVERSE SIDE

Page
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

X 00571270

67 of 285

00-17-60608-IPS5000 05-2011





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
518	UBS AG REG	07/19/11	8,462.00	8,127.94	(2,334.08)	
423	UBS AG REG	08/19/11	5,972.85	5,004.09	(968.76)	
390	UBS AG REG	09/19/11	4,452.08	4,613.70	161.62	
296	UBS AG REG	09/23/11	3,309.58	3,501.68	192.10	
189	UBS AG REG	10/19/11	2,248.10	2,235.87	(12.23)	
250	UBS AG REG	11/02/11	3,098.68	2,957.50	(141.18)	
284	UBS AG REG	11/16/11	3,321.29	3,359.72	38.43	
100	UNITED TECHS CORP COM	01/24/08	7,200.28	7,309.00	108.72	192.00
78	UNITED TECHS CORP COM	07/19/11	8,943.58	5,701.02	(1,242.54)	150.00
141	UNITED TECHS CORP COM	08/19/11	9,600.69	10,305.69	705.00	271.00
107	UNITED TECHS CORP COM	09/19/11	8,028.21	7,820.63	(207.58)	206.00
140	UNITED TECHS CORP COM	10/19/11	10,357.98	10,232.60	(125.38)	269.00
79	UNITED TECHS CORP COM	11/02/11	6,096.43	5,774.11	(322.32)	152.00
80	UNITED TECHS CORP COM	11/16/11	7,010.10	6,578.10	(432.00)	173.00
24	V F CORPORATION	04/28/11	2,507.67	3,047.76	540.09	70.00
16	V F CORPORATION	04/27/11	1,701.08	2,031.84	330.78	47.00
25	V F CORPORATION	04/28/11	2,687.91	3,174.75	486.84	72.00

PLEASE SEE REVERSE SIDE

X 0057371 Page 88 of 285 Statement Period Year Ending 12/31/11 Account No. 7SL-11279





Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
19	V F CORPORATION	07/19/11	2,190.32	2,412.81	222.49	55.00
68	V F CORPORATION	08/19/11	7,222.96	8,635.32	1,412.36	198.00
48	V F CORPORATION	09/19/11	6,001.92	6,095.52	93.60	139.00
71	V F CORPORATION	10/19/11	9,360.64	9,016.29	(344.35)	205.00
39	V F CORPORATION	11/02/11	5,375.76	4,952.61	(423.15)	113.00
36	V F CORPORATION	11/16/11	4,827.60	4,571.64	(255.96)	104.00
123	VEECO INSTRUMENTS INC	07/19/11	5,101.18	2,558.40	(2,542.78)	
105	VEECO INSTRUMENTS INC	08/19/11	3,594.15	2,184.00	(1,410.15)	
93	VEECO INSTRUMENTS INC	09/19/11	2,815.11	1,934.40	(880.71)	
82	VEECO INSTRUMENTS INC	11/02/11	2,090.18	1,705.60	(384.58)	
215	VEECO INSTRUMENTS INC	11/16/11	5,570.65	4,472.00	(1,098.65)	
814	VERIZON COMMUNICATNS COM	07/19/11	29,992.64	32,657.68	2,665.04	1,628.00
674	VERIZON COMMUNICATNS COM	08/19/11	23,630.37	27,040.88	3,410.51	1,348.00
449	VERIZON COMMUNICATNS COM	09/19/11	16,242.75	18,013.88	1,771.13	898.00
329	VERIZON COMMUNICATNS COM	10/19/11	12,248.64	13,199.48	950.84	658.00
360	VERIZON COMMUNICATNS COM	11/02/11	13,286.02	14,443.20	1,157.18	720.00
282	VERIZON COMMUNICATNS COM	11/16/11	10,401.57	11,313.84	912.27	564.00

PLEASE SEE REVERSE SIDE
Page
69 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

☒ 00571272

00-17-60606-IPSS000 05-2011



Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
132	VERIFONE SYSTEMS INC	07/19/11	5,721.50	4,688.64	(1,032.86)	
137	VERIFONE SYSTEMS INC	08/19/11	4,431.44	4,668.24	434.80	
63	VERIFONE SYSTEMS INC	09/19/11	2,443.14	2,237.76	(205.38)	
239	VERIFONE SYSTEMS INC	11/02/11	9,870.08	8,489.28	(1,380.80)	
69	VERIFONE SYSTEMS INC	11/16/11	3,066.36	2,450.88	(615.48)	
223	VODAFONE GROU PLC SP ADR	07/19/11	5,759.29	8,250.69	491.40	322.00
183	VODAFONE GROU PLC SP ADR	08/19/11	4,837.37	5,129.49	292.12	264.00
129	VODAFONE GROU PLC SP ADR	09/19/11	3,280.86	3,615.87	335.01	187.00
176	VODAFONE GROU PLC SP ADR	10/19/11	4,822.93	4,933.28	110.35	254.00
104	VODAFONE GROU PLC SP ADR	11/02/11	2,889.79	2,915.12	25.33	150.00
125	VODAFONE GROU PLC SP ADR	11/16/11	3,430.31	3,503.75	73.44	181.00
636	VODAFONE GROU PLC SP ADR	11/29/11	16,908.15	17,827.08	920.93	918.00
154	VMWARE, INC.	07/19/11	16,202.97	12,811.26	(3,391.71)	
95	VMWARE, INC.	08/19/11	7,490.75	7,903.05	412.30	
36	VMWARE, INC.	11/16/11	3,690.00	2,994.84	(695.16)	
708	VALLOUREC SA SPONSORED ADR NEW	10/19/11	8,743.80	9,154.44	410.64	182.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11
Page 70 of 285
Account No. 7SL-11279

00571273

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Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
193	VALLOUREC SA SPONSORED ADR NEW	11/16/11	2,424.08	2,495.49	71.41	50.00
15	WM MORRISON SUPERMARKETS PLC SHS	08/19/11	347.85	377.25	29.40	13.00
238	WM MORRISON SUPERMARKETS PLC SHS	08/19/11	5,519.22	5,985.70	466.48	205.00
233	WM MORRISON SUPERMARKETS PLC SHS	09/19/11	5,393.95	5,859.95	466.00	201.00
61	WM MORRISON SUPERMARKETS PLC SHS	10/19/11	1,454.24	1,534.15	79.91	53.00
123	WM MORRISON SUPERMARKETS PLC SHS	11/16/11	3,073.77	3,093.45	19.68	106.00
36	ACE LIMITED	10/05/11	2,195.63	2,524.32	328.69	68.00
129	ACE LIMITED	10/06/11	7,830.39	9,045.48	1,215.09	243.00
52	ACE LIMITED	10/19/11	3,416.92	3,646.24	229.32	98.00
35	ACE LIMITED	11/02/11	2,509.85	2,454.20	(55.65)	66.00
34	ACE LIMITED	11/16/11	2,355.86	2,384.08	28.22	64.00
50	WAL-MART STORES INC	10/06/08	2,853.96	2,888.00	134.04	73.00
75	WAL-MART STORES INC	07/19/11	4,039.50	4,482.00	442.50	110.00
96	WAL-MART STORES INC	08/19/11	5,044.80	5,736.98	692.16	141.00

PLEASE SEE REVERSE SIDE

Page 71 of 285
Statement Period
Year Ending 12/31/11
Account No. 7SL-11279

X 00571274

00-17-60606-IPS5000 05-2011





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
472	WAL-MART STORES INC	08/28/11	24,934.25	28,208.72	3,272.47	690.00
198	WAL-MART STORES INC	09/19/11	10,326.69	11,832.48	1,505.79	290.00
61	WAL-MART STORES INC	10/19/11	3,430.03	3,645.36	215.33	90.00
159	WAL-MART STORES INC	11/02/11	9,049.69	9,501.84	452.15	233.00
127	WAL-MART STORES INC	11/16/11	7,214.86	7,589.52	374.66	186.00
336	WEYERHAEUSER CO	07/19/11	7,455.84	6,273.12	(1,182.72)	202.00
281	WEYERHAEUSER CO	08/19/11	4,488.75	5,248.27	757.52	189.00
212	WEYERHAEUSER CO	09/19/11	3,675.15	3,958.04	282.89	128.00
288	WEYERHAEUSER CO	10/19/11	4,487.66	5,003.58	515.90	161.00
148	WEYERHAEUSER CO	11/02/11	2,575.20	2,763.16	187.96	89.00
143	WEYERHAEUSER CO	11/16/11	2,360.22	2,669.81	309.59	86.00
132	WHOLE FOODS MKT INC COM	02/03/11	6,824.66	9,184.56	2,359.90	74.00
126	WHOLE FOODS MKT INC COM	08/19/11	7,324.83	8,767.08	1,442.45	71.00
63	WHOLE FOODS MKT INC COM	09/19/11	4,405.59	4,383.54	(22.05)	36.00
37	WHOLE FOODS MKT INC COM	11/02/11	2,597.40	2,574.46	(22.94)	21.00
39	WHOLE FOODS MKT INC COM	11/16/11	2,634.74	2,713.62	78.88	22.00
175	WELLS FARGO & CO NEW DEL	12/29/98	3,430.44	4,823.00	1,392.56	84.00

PLEASE SEE REVERSE SIDE

Page 72 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279





Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
225	WELLS FARGO & CO NEW DEL	05/29/09	5,604.75	6,201.00	596.25	108.00
60	WELLS FARGO & CO NEW DEL	12/07/10	1,751.40	1,653.60	(97.80)	29.00
46	WELLS FARGO & CO NEW DEL	07/19/11	1,309.16	1,267.76	(41.40)	23.00
451	WELLS FARGO & CO NEW DEL	08/19/11	10,555.43	12,429.56	1,874.13	217.00
318	WELLS FARGO & CO NEW DEL	09/19/11	7,719.45	8,764.08	1,044.63	153.00
421	WELLS FARGO & CO NEW DEL	10/19/11	10,863.91	11,602.76	738.85	202.00
226	WELLS FARGO & CO NEW DEL	11/02/11	5,724.58	6,228.56	503.98	109.00
1,049	WELLS FARGO & CO NEW DEL	11/16/11	26,251.84	28,910.44	2,658.60	504.00
299	STANDARD CHARTERED .5USD .5USD PAR ORDINARY	08/19/11	6,757.40	6,547.26	(210.14)	
152	STANDARD CHARTERED .5USD .5USD PAR ORDINARY	08/19/11	3,459.52	3,328.37	(131.15)	
235	STANDARD CHARTERED .5USD .5USD PAR ORDINARY	09/19/11	4,949.10	5,145.84	196.74	
171	STANDARD CHARTERED .5USD .5USD PAR ORDINARY	11/02/11	3,924.45	3,744.42	(180.03)	
116	STANDARD CHARTERED .5USD .5USD PAR ORDINARY	11/16/11	2,442.96	2,540.08	97.12	
744	SKANDINAVIA ENSK BK 10 SEK PAR ORD CL "A"	08/19/11	4,144.08	4,350.91	206.83	

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/11

Account No.
7SL-11279

Page
73 of 285

☒ 00671276

00-17-60608-IPSS000 05-2011





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
315	SKANDINAVIA ENSK BK 10. SEK PAR ORD CL "A"	09/19/11	1,672.65	1,842.12	169.47	
835	SKANDINAVIA ENSK BK 10. SEK PAR ORD CL "A"	11/02/11	5,035.05	4,883.08	(151.97)	
820	SUMITOMO HEAVY INDS 6302 JPY PAR ORDINARY	07/19/11	5,936.80	4,785.19	(1,151.61)	
795	SUMITOMO HEAVY INDS 6302 JPY PAR ORDINARY	08/19/11	4,412.25	4,639.30	227.05	
359	SUMITOMO HEAVY INDS 6302 JPY PAR ORDINARY	09/19/11	2,035.53	2,094.98	59.45	
201	SUMITOMO HEAVY INDS 6302 JPY PAR ORDINARY	10/19/11	1,135.65	1,172.96	37.31	
346	SUMITOMO HEAVY INDS 6302 JPY PAR ORDINARY	11/02/11	1,937.60	2,019.12	81.52	
323	SUMITOMO HEAVY INDS 6302 JPY PAR ORDINARY	11/16/11	1,841.10	1,884.90	43.80	
Total Equities			5,668,245.58	5,780,476.69	112,231.11	134,869.00

PLEASE SEE REVERSE SIDE
Page 74 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

☒ 00571277





MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
11,788	ISHARES MSCI EMERGING MKTS INDEX FD	07/19/11	479,994.53	447,236.72	(32,757.81)	9,513.00
44,019	MID CAP VALUE OPPS PORTFOLIO CLS	07/22/11	485,268.68	481,127.67	(4,141.01)	8,228.00
48,767	BLACKROCK STRATEGIC INCOME OPPRTNTS PTF INST	10/19/11	486,700.19	483,774.17	(2,926.02)	18,041.00
Total Mutual Funds/Closed End Funds/UIT			1,431,963.40	1,392,138.56	(39,824.84)	35,782.00

PLEASE SEE REVERSE SIDE
Page 75 of 285
Statement Period
Year Ending 12/31/11
Account No.
7SL-11279

ATTACHMENT 11A

PAGE 67 OF 67

X 00571278

00-17-6060B-IPSS000 05-2011

ATTACHMENT 12FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHERN TRUST BOND FUNDS	434,479.		
MERRILL LYNCH BOND FUNDS		553,785.	552,046.
(SEE DETAIL ATTACHED - STMT 11A)			
TOTALS	<u>434,479.</u>	<u>553,785.</u>	<u>552,046.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OIL & GAS ROYALTY INTERESTS OH	355,009.	355,016.	220,914.
OIL & GAS ROYALTY INTERESTS TX	5,385,812.	5,385,812.	14,530,921.
RCP CENTRAL EXPWY OFFICE, LTD	222,400.	195,939.	195,939.
RCP ARGYLE 114 LTD	225,153.	252,487.	252,487.
VALQUEST CAMP BOWIE LP	89,531.	75,951.	75,951.
VALQUEST PRINCETON 55 LP	155,401.	136,632.	136,632.
VALQUEST CONROE MARINAS LP	177,222.	164,546.	164,546.
VALQUEST PTRS 161/IRVING LP	83,893.		
SILVER TREE REALTY FUND II LP	483,920.	617,136.	617,136.
VALQUEST PRTNS GARDEN HOUSE LP	68,198.	57,643.	57,643.
HEARTLAND CAPITAL CORP.	45,938.	1,211,188.	1,211,188.
LIFE PARTNERS, INC.	150,000.	150,000.	150,000.
NAVASOTA 200 BLACK LLC	151,754.		
TOTALS	<u>7,594,231.</u>	<u>8,602,350.</u>	<u>17,613,357.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PY ADJUSTMENT -PARTNERSHIP DISBURSEMENTS	6,049.
TOTAL	<u>6,049.</u>

ANALYSIS

THE MILES FOUNDATION, INC.

75-2739180

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SHERRY A. WILSON 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	COO/DIRECTOR 35.00	93,258.	26,987.	2,400.
JACK L. BURDETT 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	CFO/DIRECTOR 31.00	125,870.	22,425.	2,400.
C. GRANT COATES 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	PRESIDENT/DIRECTOR 28.00	92,716.	28,820.	2,400.
GRAND TOTALS		311,844.	78,232.	7,200.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JERRY CRUMPTON 340 HENRY M CHANDLER DRIVE ROCKWALL, TX 75032	OIL & GAS TITLE WORK	81,600.
BLACK RAIN, LTD. 2901 LONG PRAIRIE RD., STE. 107-327 FLOWER MOUND, TX 75022	OIL & GAS RESERVE ANALYSIS	52,628.
TOTAL COMPENSATION		<u>134,228.</u>

THE MILES FOUNDATION, INC

75-2739180

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DALLAS CO COMMUNITY COLLEGE DISTRICT FOUNDATION 1601 LAMAR ST DALLAS, TX 75215	NONE 509(A) (1)		RIISING STAR SCHOLARSHIP PROGRAM	724,000
JACKSBORO EX-STUDENTS ASSOC P O BOX 337 JACKSBORO, TX 76458	NONE 509(A) (1)		EDUCATIONAL SCHOLARSHIPS	20,000
UNTHSC/TCOM FOUNDATION 3500 CAMP BOWIE BLVD. FORT WORTH, TX 76107	NONE 509(A) (1)		MEDICAL SCHOOL PROGRAMS	25,000
C-FB ISD EDUCATION FOUNDATION 1820 PEARL ST CARROLLTON, TX 75006	NONE 509(A) (2)		TEACHER GRANTS	10,000
JUNIOR ACHIEVEMENT 6300 RIDGLEA PL , SUITE 400 FORT WORTH, TX 76116	NONE 509(A) (1)		FINANCIAL EDUCATION PROGRAMS	32,500
LIBERTY CHRISTIAN SCHOOL 1301 S HWY 377 ARGYLE, TX 76226	NONE 509(A) (1)		SCIENCE PROGRAMS	50,000

THE MILES FOUNDATION, INC.

75-2739180

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEWISVILLE ISD EDUCATION FOUNDATION P O BOX 643 LEWISVILLE, TX 75057	NONE 509 (A) (1)		TEACHER GRANTS	10,882.
SCI-TECH DISCOVERY CENTER 8000 DALLAS PARKWAY FRISCO, TX 75034	NONE 509 (A) (1)		SCIENCE PROGRAMS	15,000
THE FIRST TEE OF FORT WORTH P O BOX 4767 FORT WORTH, TX 76164	NONE 509 (A) (1)		CHARACTER/FINANCIAL LITERACY PROGRAMS	12,000
SOUTHWESTERN EXPOSITION & LIVESTOCK SHOW P O BOX 150 FORT WORTH, TX 76101	NONE 509 (A) (2)		SCHOLARSHIP PROGRAMS	5,000.
CHRISTIAN COMMUNITY ACTION 200 S MILL ST LEWISVILLE, TX 75057	NONE 509 (A) (2)		CONNECT TO SUCCESS PROGRAM	66,900
AIRBORNE ANGEL CADETS OF TEXAS P.O BOX 116691 CARROLLTON, TX 75011	NONE 509 (A) (1)		PACKAGES FOR TROOPS	5,000

THE MILES FOUNDATION, INC

75-2739180

FORM 990EF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
AEG FOUNDATION P.O BOX 460518 DENVER, CO 80246	NONE 509 (A) (1)		SCHOLARSHIP PROGRAMS	500
COMMUNITIES CIVIC LEAGUE P O BOX 430 DENTON, TX 76202	NONE 509 (A) (2)		BACK TO SCHOOL PACKAGES	1,000
WWII AIRBORNE DEMONSTRATION TEAM FOUNDATION P O BOX 67 FREDERICK, OK 73542	NONE 509 (A) (1)		MILITARY HISTORY PROGRAMS	2,000
BEAUTIFUL FEET CHURCH S B C INC 1709 HATTIE ST FORT WORTH, TX 76104	NONE 509 (A) (1)		COUNSELING FOR HOMELESS	2,500
PARKER COUNTY CENTER OF HOPE P O BOX 190 WEATHERFORD, TX 76086	NONE 509 (A) (1)		CYCLE OF POVERTY PROGRAMS	2,500
FREEDOM HOUSE P O BOX 1626 WEATHERFORD, TX 76086	NONE 509 (A) (1)		FAMILY VIOLENCE PROGRAMS	1,500

THE MILES FOUNDATION, INC

75-2739180

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARKER COUNTY COMMITTEE ON AGING P O BOX 817 WEATHERFORD, TX 76086	NONE 509(A) (1)		MEALS ON WHEELS	1,500
TOTAL CONTRIBUTIONS PAID				<u>987,782</u>

THE MILES FOUNDATION, INC

75-2739180

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
UNTHSC/TCOM FOUNDATION 3500 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE 509 (A) (1)		EDUCATIONAL ASSISTANCE & SPECIAL PROGRAMS-SUBJECT TO AVAILABLE FUNDS	275,000
ARGYLE ISD EDUCATION FOUNDATION 800 EAGLE DR ARGYLE, TX 76226	NONE 509 (A) (2)		EDUCATIONAL ASSISTANCE & SPECIAL PROGRAMS-SUBJECT TO AVAILABLE FUNDS	31,000
TOTAL CONTRIBUTIONS APPROVED				306,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 19

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME	
		AMOUNT	CODE	AMOUNT	FUNCTION INCOME
PARTNERSHIP INCOME	531390	-35,250.	16	-20,681.	
INTEREST ON NOTE RECEIVABLE			14	29,682.	
INSURANCE PROCEEDS			01	80,379.	
OTHER INVESTMENT INCOME			16	7,621.	
TOTALS		<u>-35,250.</u>		<u>97,001.</u>	

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 20

FORM 990PF - PART II - INVESTMENTS LAND, BUILDINGS, AND EQUIPMENT

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GRAPEVINE LAND	2,904,934	0	0
TUCKER RANCH LAND	592,391	1,565,751	1,565,751
TOTALS	<u>3,497,325</u>	<u>1,565,751</u>	<u>1,565,751</u>

ATTACHMENT 20

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 21

FORM 990PF - PART II - LAND, BUILDINGS, AND EQUIPMENT

<u>DESCRIPTION</u>	<u>COST OR OTHER BASIS</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
COMPUTER EQUIPMENT	22,868	6,957	15,911
FURNITURE & FIXTURES	62,108	5,929	56,179
TOTALS	<u>84,976</u>	<u>12,886</u>	<u>72,090</u>

ATTACHMENT 21

2012 Fall Grant Cycle

The Miles Foundation

Report Fields

Project Name*

Name of Project

Character Limit: 100

Amount Requested*

Amount Requested

Character Limit: 100

Target Population*

Target Population

Character Limit: 100

Choices

Pre-K Through 12

College

Other

Program Area*

Program Area of Request

Choices

STEM Education

Military History

Financial Literacy

Other

Funding Type*

Funding Type

Choices

Capital

Programs

Operations

Endowment

Total Project Cost*

Please indicate the total cost of the project

Character Limit: 20

Application Summary

Administrator Notes

Character Limit: 500

Basic Information

Year Founded*

When was the organization founded?

Character Limit: 4

Prior grants received from the Foundation?*

Has the Foundation provided support for your organization in the past?

Choices

Yes

No

Organization Website

Please list the URL for your organization's webpage, if applicable

Character Limit: 100

Organization Background

Organization Information*

Please summarize the organization's history, mission, and goals.

Character Limit: 750

Staff*

How many paid staff members are in your organization?

Character Limit: 500

Volunteers*

Describe your organization's use of volunteers.

Character Limit: 500

Problems or Opportunities Addressed*

What need or problem is the organization is trying to address?

Character Limit: 1000

Organization Questions

Organization Strategy*

What makes your organization effective?

Character Limit: 750

What makes your organization unique?

Character Limit: 750

Organization Challenges*

What are your greatest organizational challenges?

Character Limit: 1000

Partnership*

Are you planning to work with other organizations on this project (nonprofits, corporations, other foundations, etc.)?

Choices

Yes

No

If yes, how?

Character Limit: 500

Current Request for Funds

Describe the project for which you are seeking support, including:

Primary Purpose of Project*

State the projects primary purpose and the need or problem you are seeking to address.

Character Limit: 1500

Population Served*

Describe the population you plan to serve and how they will benefit from the project. Please also indicate the total number of people this project expects to reach.

Character Limit: 1500

Geographic Area Served*

Please indicate the city and county where the funds will be used.

Character Limit: 500

Project Duration*

What is the anticipated duration of the project? Please provide the beginning and ending dates for the project.

Character Limit: 250

Matching Funds*

Is the requested funding part of a matching program?

Choices

Yes

No

If yes, provide details.

Character Limit: 500

Project Attributes*

Please describe what makes this project unique.

Character Limit: 500

Expected Outcomes*

What are the expected outcome(s) of the project?

Character Limit: 500

Outcome Measurement*

Please describe how you plan to measure or evaluate the expected outcomes.

Character Limit: 500

Total Project Budget*

Character Limit: 20

Amount Raised*

Indicate the amount raised for the project so far.

Character Limit: 20

File Uploads and Supporting Documents

Executive Staff

Please attach a list of your Executive Staff and a brief bio for each.

File Size Limit: 1 MB

List of Directors or Trustees*

Please attach a list of directors or trustees and their affiliations

File Size Limit: 1 MB

Additional Support

Please attach the names of the individuals, corporations, and foundations who are major contributors to this project and/or your organization.

File Size Limit: 1 MB

Additional Support

Please attach a list of individuals, corporations, and foundations in which you have submitted a grant request for this project.

File Size Limit: 1 MB

Balance Sheet*

Please attach your balance sheet

File Size Limit: 2 MB

Income Statement*

Please attach your most recent Profit and Loss Statement

File Size Limit: 2 MB

Financial audit

Upload your most recent financial audit

File Size Limit: 2 MB

Budget*

Upload the current operating budget and next year's operating budget (if available).

File Size Limit: 2 MB

501(c)(3)*

Upload a copy of your IRS 501(c)(3) determination letter

File Size Limit: 2 MB

IRS Form 990*

Upload a complete copy of your latest IRS Form 990.

File Size Limit: 5 MB

Supporting Documents

THE MILES FOUNDATION, INC.
75-2739180

Supporting Document

Please provide additional information that may be relevant to this grant application.

File Size Limit: 2 MB

Additional Supporting Documents

Provide any additional documents that may be relevant to this grant application.

File Size Limit: 2 MB

Questions

If there are any questions please contact Jay McCall at 817-420-9914 or jmccall@milesfdn.org

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 23

FORM 990PF - PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE MILES FOUNDATION, INC. RESTRICTS GRANTS TO ORGANIZATIONS IN THE DALLAS-FORT WORTH AREA IN THE AREAS OF SCIENCE, TECHNOLOGY, ENGINEERING, AND MATH (STEM) EDUCATION, FINANCIAL LITERACY, AND MILITARY HISTORY. ORGANIZATIONS APPLYING FOR FUNDS MUST BE TAX EXEMPT UNDER SECTIONS 501(C)(3) OR 170(C) OF THE INTERNAL REVENUE CODE AND BE CLASSIFIED AS A PUBLIC CHARITY UNDER SECTION 509(A) OF THE INTERNAL REVENUE CODE. ORGANIZATIONS MAY ONLY APPLY FOR FUNDS ONCE PER CALENDAR YEAR.

ATTACHMENT 23

FORM 990PF - PART VII-A - CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN
THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	20-6189386
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362
HEARTLAND MILES INVESTMENTS 545 E. JOHN CARPENTER FRWY #300 IRVING, TX 75062	45-2502580
MILES PRODUCTION MANAGMENT LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362
MILES HILLTOP LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362

FORM 990PF - PART VII-A - TRANSFERS TO CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362	NOTE RECEIVABLE	918,000
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362	OTHER RECEIVABLES	10,030
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362	OFFICE RENT	40,000
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362	AD VALOREM TAXES	8,912
HEARTLAND MILES INVESTMENTS 545 E. JOHN CARPENTER FRWY #300 IRVING, TX 75062	45-2502580	CAPITAL INVESTMENTS	1,153,000

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 24

FORM 990PF - PART VII-A - TRANSFERS FROM CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	20-6189386	GRANT RECEIVED	973,360
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362	INTEREST RECEIVED	29,682
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362	SALARIES EXPENSE REIMBURSEMENT	160,116

ATTACHMENT 24

FEDERAL FOOTNOTES

ELECTION PURSUANT TO REG. SEC 53.4942-3(C)(2):
PAGE 9, PART XIII, LINE 7:

THE FOUNDATION IS MAKING AN ELECTION TO TREAT \$446,637 AS
DISTRIBUTIONS FROM CORPUS TO SATISFY THE REQUIREMENTS OF SEC.
4942(G)(3).

THE FOUNDATION MAKES THE ELECTION TO TREAT THIS DISTRIBUTION AS
COMING FROM DISTRIBUTION CARRYOVERS FROM PRIOR YEARS.

EXCESS FROM 2010	302,084
EXCESS FROM 2011	<u>144,553</u>
TOTAL	<u><u>446,637</u></u>