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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 08-01-2011 , and ending 07-31-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
MILLER WALTER J TW

A Employer identification number
23-6878958

Number and street (or P O box number if mail is not delivered to street address)
1525 W WT HARRIS BLVD D1114-044

Room/suite

B Telephone number (see page 10 of the instructions)
(336) 747-8203

City or town, state, and ZIP code
CHARLOTTE, NC 28288

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 ☐

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)
\$ 2,728,820

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 page 11 of the 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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14	14		
	4 Dividends and interest from securities.	78,941	78,941		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	34,111			
	b Gross sales price for all assets on line 6a _____ 398,936				
	7 Capital gain net income (from Part IV, line 2)		34,111		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	113,066	113,066		
	13 Compensation of officers, directors, trustees, etc	25,440	19,080		6,360
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule).				0
	b Accounting fees (attach schedule).	750	0	0	750
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see page 14 of the instructions)	8,823	1,082		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule).				
	24 Total operating and administrative expenses. Add lines 13 through 23	35,013	20,162	0	7,110
	25 Contributions, gifts, grants paid.	176,000			176,000
	26 Total expenses and disbursements. Add lines 24 and 25	211,013	20,162	0	183,110
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-97,947			
	b Net investment income (if negative, enter -0-)		92,904		
	c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	57,894	18,395	18,395
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)		1,738,091	1,809,048
	c	Investments—corporate bonds (attach schedule).		71,570	75,731
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,636,069	768,176	825,646
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,693,963	2,596,232	2,728,820	
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	
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	2,693,963	2,596,232	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,693,963	2,596,232	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,693,963	2,596,232	

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	2,693,963
2	Enter amount from Part I, line 27a	2	-97,947
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,182
4	Add lines 1, 2, and 3	4	2,598,198
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,966
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,596,232

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 Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	34,111
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	154,318	2,845,812	0 054226
2009	162,426	2,642,521	0 061466
2008	166,105	2,323,603	0 071486
2007	112,417	3,161,872	0 035554
2006	198,129	3,206,453	0 061791

2	Total of line 1, column (d).	2	0 284523
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 056905
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,744,540
5	Multiply line 4 by line 3.	5	156,178
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	929
7	Add lines 5 and 6.	7	157,107
8	Enter qualifying distributions from Part XII, line 4.	8	183,110

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		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	929
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	929
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	929
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,160	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	4,160
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,231
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 932	Refunded	11	2,299

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) PA			
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 .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of	WELLS FARGO BANK NA		
	Telephone no	(336) 747-8203		
	Located at	1 W 4TH ST WINSTON SALEM NC		
	ZIP +4	27101		
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
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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? If "Yes," list the years 20, 20, 20, 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒		5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes	☐ No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>			6bNo
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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 page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO BANK NA 1525 WEST WT HARRIS BLVD CHARLOTTE, NC 28288	CO TRUSTEE 40	25,440		
MR JOHN C TUTEN JR 1629 LOCUST STREET PHILADELPHIA, PA 19103	CO TRUSTEE 5	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,713,350
b	Average of monthly cash balances.	1b	72,985
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,786,335
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,786,335
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	41,795
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,744,540
6	Minimum investment return. Enter 5% of line 5.	6	137,227

Part XI

Distributable Amount (see page 25 of the 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	137,227
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	929
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	929
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	136,298
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	136,298
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	136,298

Part XII

Qualifying Distributions (see page 25 of the 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	183,110
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	183,110
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 page 26 of the instructions).	5	929
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	182,181
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				136,298
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			63,232	
b Total for prior years 2009 , 20____ , 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				0
b From 2007.				0
c From 2008.				0
d From 2009.				0
e From 2010.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 183,110				
a Applied to 2010, but not more than line 2a			63,232	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				119,878
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				16,420
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . .				0
b Excess from 2008. . . .				0
c Excess from 2009. . . .				0
d Excess from 2010. . . .				0
e Excess from 2011. . . .				0

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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

Wells Fargo Philanthropic Services
1 West 4th Street D4000-063
WinstonSalem, NC 27101
(888) 234-1999

b

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

Apply online at <https://www.wellsfargo.com/privatefoundationgrants/miller>

c

Any submission deadlines

February 1 annually

d

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

Although there are no program limitations, preference is given to applications submitted by the University of Pennsylvania, Bryn Mawr Hospital, and Lankenau Hospital

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	176,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	14	
4	Dividends and interest from securities. . . .			14	78,941	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	34,111	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				113,066	
13	Total. Add line 12, columns (b), (d), and (e).			13		113,066

[illegible]

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

		(a) Name of preparer	(b) Type of organization	(c) Description of relationship	
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****		2012-10-31	*****	
	Signature of officer or trustee		Date	Title	
	Paid Preparer's Use Only	Preparer's Signature	Date	Check if self- employed ☐	PTIN
		Firm's name		Firm's EIN	
		Firm's address		Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No

Additional Data

Software ID:
Software Version:
EIN: 23-6878958
Name: MILLER WALTER J TW

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1747 997 ARTIO TOTAL RETURN BD FD CL I #1524		2011-06-28	2012-03-05
651 183 OAKMARK FD CL I		2011-06-28	2012-03-05
314 597 OAKMARK FD CL I		2011-06-28	2012-03-21
313 545 OAKMARK FD CL I		2011-06-28	2012-05-01
340 677 OAKMARK FD CL I		2011-06-28	2012-05-31
170 068 ING REAL ESTATE FUND CL-I #2190		2012-03-05	2012-05-01
440 433 ING REAL ESTATE FUND CL-I #2190		2012-03-05	2012-05-31
465 364 ING REAL ESTATE FUND CL-I #2190		2009-03-24	2012-05-31
755 67051 JPMORGAN HIGH YIELD FUND SS #3580		2011-06-28	2012-05-31
1177 31949 JPMORGAN HIGH YIELD FUND SS #3580		2011-06-28	2012-05-31
370 028 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2011-06-28	2012-05-01
2489 839 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2011-06-28	2012-05-31
721 17 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2002-04-10	2012-05-31
1493 931 PIMCO FOREIGN BOND FUND-INST		2010-05-11	2012-03-05
458 295 ROWE T PRICE BLUE CHIP GROWTH FD INC		2011-06-28	2012-03-05
329 164 ROWE T PRICE BLUE CHIP GROWTH FD INC		2011-06-28	2012-03-21
325 027 ROWE T PRICE BLUE CHIP GROWTH FD INC		2011-06-28	2012-05-01
4123 711 ROWE T PRICE SHORT TERM BD FD INC		2010-05-11	2012-03-05
1185 958 ROYCE SPECIAL EQUITY FUND		2011-06-28	2012-03-05
399 106 VANGUARD INSTL INDEX FD		2008-03-25	2012-03-05
31 532 VANGUARD INSTL INDEX FD		2011-06-28	2012-03-21
84 801 VANGUARD INSTL INDEX FD		2008-03-25	2012-03-21
845 309 VANGUARD SMALL CAP GROWTH INDEX FD CL A		2011-06-28	2012-03-05
167 448 CRM MIDCP VAL INST		2008-03-25	2012-05-01
173 461 WELLS FARGO ADV INTL BOND-IS #4705		2011-06-28	2012-05-01
887 311 WELLS FARGO ADV INTL BOND-IS #4705		2011-06-28	2012-05-31
236 873 WESTPORT FDS SMALL CAP FD CL I		2002-04-10	2012-05-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
24,000		23,878	122
30,000		28,112	1,888
15,000		13,581	1,419
15,000		13,536	1,464
15,000		14,707	293
3,000		2,786	214
7,294		7,214	80
7,706		2,865	4,841
5,864		6,189	-325
9,136		9,642	-506
4,000		3,882	118
27,139		26,118	1,021
7,861		7,356	505
16,000		15,627	373
20,000		18,222	1,778
15,000		13,088	1,912
15,000		12,923	2,077
20,000		20,041	-41
25,000		25,190	-190
50,000		49,569	431
4,066		3,758	308
10,934		10,532	402
20,000		20,118	-118
5,000		4,642	358
2,000		2,071	-71
10,000		10,594	-594
6,000		4,773	1,227

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			122
			1,888
			1,419
			1,464
			293
			214
			80
			4,841
			-325
			-506
			118
			1,021
			505
			373
			1,778
			1,912
			2,077
			-41
			-190
			431
			308
			402
			-118
			358
			-71
			-594
			1,227

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACADEMY OF NATURAL SCIENCE 1900 BENJAMIN FRANKLIN PKWY PHILADELPHIA,PA 19103	NONE	PUBLIC EXEMPT	BOOK PCHASE FOR ACADEMY LIBRARY	5,000
THE ATHENAEUM OF PHILADELPHIA 219 SOUTH 6TH ST PHILADELPHIA,PA 19106	NONE	PUBLIC EXEMPT	BUILDING RESTORATION	10,000
BRYN MAWR HOSPITAL FOUNDATION 130 S BRYN MAWR AVENUE BRYN MAWR,PA 19010	NONE	PUBLIC EXEMPT	POSTPARTUM DEPRESSION/LIBRARY	10,000
THE PENNSYLVANIA HORTICULTURAL 100 N 10TH ST PHILADELPHIA,PA 19103	NONE	PUBLIC EXEMPT	PHS AND NEIGHBORHOOD PARKS	2,500
EPISCOPAL COMMUNITY SERVICES 225 SOUTH 3RD STREET PHILADELPHIA,PA 19106	NONE	PUBLIC EXEMPT	PARENT-CHILD EDUCATION INITIATIVE	2,500
TRUSTEES OF THE UNIVERSIT 3420 WALNUT ST PHILADELPHIA,PA 19104	NONE	PUBLIC EXEMPT	2012 CHILDRENS FESTIVAL/CATALOGING MANUSCRIPT	20,000
LIBRARY COMPANY OF PHILADELPHIA 1314 LOCUST STREET PHILADELPHIA,PA 19107	NONE	PUBLIC EXEMPT	CATALOGING/DIGITIZATION OF MCNEILL COLLECTION	17,500
WAGNER FREE INSTITUTE OF SCIENCE 325 CHESTNUT ST PHILADELPHIA,PA 19106	NONE	PUBLIC EXEMPT	SCIENTIFIC SOCIETY PAMPHLET PRESERVATION PROJ	5,000
WOODMERE ART MUSEUM 9201 GERMANTOWN AVE PHILADELPHIA,PA 19118	NONE	PUBLIC EXEMPT	SUMMER ARTS COMMUNITY PROGRAM	2,500
PENNSYLVANIA BALLET 1819 JFK BLVD SUITE 210 PHILADELPHIA,PA 19103	NONE	PUBLIC EXEMPT	ACCENT ON DANCE OUTREACH AND EDUCATION	3,000
THE CENTER FOR AUTISM 5070 PARKSIDE AVE 2104 PHILADELPHIA,PA 19131	NONE	PUBLIC EXEMPT	SOCIAL COMPETENCY AFTER SCHOOL PROGRAM	5,000
METROPOLITAN CAREER CENTER 100 S BROAD STREET SUITE 800 PHILADELPHIA,PA 19110	NONE	PUBLIC EXEMPT	STRIVE WORK READINESS PROGRAM	2,500
TALLER PUERTORRIQUENO INC 2721 N 5TH ST PHILADELPHIA,PA 19133	NONE	PUBLIC EXEMPT	ART EDUCATION PROGRAM	3,000
THE WYCK ASSOCIATION 6026 GERMANTOWN AVE PHILADELPHIA,PA 19144	NONE	PUBLIC EXEMPT	COMMUNITY-BASED EDUCATIONAL PROGRAMS	5,000
LANKENAU HOSPITAL FOUNDAT 100 LANCASTER AVE WYNNEWOOD,PA 19096	NONE	PUBLIC EXEMPT	REENGINEERED DISCHARGE PROGRAM	10,000
CAMPHILL VILLAGE KIMBERTON HILLS 1601 PUGHTOWN RD KIMBERTON,PA 19442	NONE	PUBLIC EXEMPT	CREATIVE THERAPIES-LEARNING THRU ARTS	5,000
PHILADELPHIA YOUNG PLAYWRIGHTS 1709 BENJAMIN FRANKLIN PKWY PHILADELPHIA,PA 19103	NONE	PUBLIC EXEMPT	CLASSIC PROGRAM OF PLAYWRITING WORKSHOPS	2,500
CHILDREN'S LITERACY INITIATIVE 2314 MARKET ST PHILADELPHIA,PA 19103	NONE	PUBLIC EXEMPT	DELAWARE COUNTY INTERMED UNIT HEAD START	2,500
ARDEN THEATRE COMPANY 40 NORTH 2ND STREET PHILADELPHIA,PA 19106	NONE	PUBLIC EXEMPT	ARDEN FOR ALL	2,500
NATIONAL LIBERY MUSEUM 511 KIMBERTON RD PHOENIXVILLE,PA 19460	NONE	PUBLIC EXEMPT	LIFE SKILLS PROGRAM FOR INNER CITY	5,000
PHILADELPHIA FUTURES 230 VINE STREET PHILADELPHIA,PA 19106	NONE	PUBLIC EXEMPT	PRE-COLLEGE PROGRAMS	2,500
WAYNE ART CENTER 413 MAPLEWOOD ROAD WAYNE,PA 19087	NONE	PUBLIC EXEMPT	JEWEL ART STUDIO/JEWELRY DISPLAYS	17,500
JOHN BARTRAM ASSOCIATION 9 N PRESTON ST PHILADELPHIA,PA 19104	NONE	PUBLIC EXEMPT	CHILDREN'S EDCUATION PROGRAMS	5,000
THE WILMA THEATER 265 BROAD ST PHILADELPHIA,PA 19107	NONE	PUBLIC EXEMPT	RENEWED SUPPORT OF IN-SCHOOL WILMAGINATION	5,000
STEPPINGSTONE SCHOLARS INC 4112 STATION ST PHILADELPHIA,PA 19127	NONE	PUBLIC EXEMPT	GENERAL OPERATING EXPENSES	5,000
THE NATURE CONSERVANCY P O BOX 45237 PHILADELPHIA,PA 19124	NONE	PUBLIC EXEMPT	WORKING WOODLANDS	10,000
COLONIAL WILLIAMSBURG FOUNDATION 4231 AVE OF THE REPUBLIC PHILADELPHIA,PA 19131	NONE	PUBLIC EXEMPT	EDUCATIONAL PROGRAMS AND LIBRARY ACQUISTIONS	10,000
Total  3a				176,000

TY 2011 Accounting Fees Schedule

Name: MILLER WALTER J TW

EIN: 23-6878958

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	750			750

**TY 2011 Investments Corporate
Bonds Schedule**

Name: MILLER WALTER J TW
EIN: 23-6878958

Name of Bond	End of Year Book Value	End of Year Fair Market Value
94985D582 WELLS FARGO ADV INTL	71,570	75,731

TY 2011 Investments Corporate Stock Schedule

Name: MILLER WALTER J TW

EIN: 23-6878958

Name of Stock	End of Year Book Value	End of Year Fair Market Value
04315J837 ARTIO INTERNATIONAL	155,753	125,446
25264S833 DIAMOND HILL LONG-SH	55,000	55,640
26852M105 EII INTERNATIONAL PR	97,313	94,418
411511306 HARBOR INTERNATION F	210,000	188,138
413838103 OAKMARK FUND - I #11	120,065	129,409
448108100 HUSSMAN STRATEGIC GR	90,000	85,754
44981V706 ING REAL ESTATE FUND	34,869	100,064
589509108 MERGER FD SH BEN INT	55,000	55,181
722005667 PIMCO COMMODITY REAL	221,598	149,398
74144Q203 T ROWE PRICE INST EM	166,317	175,329
77954Q106 T ROWE PRICE BLUE CH	145,768	159,809
780905782 ROYCE SPECIAL EQUITY	29,810	29,347
922040100 VANGUARD INSTL INDEX	131,211	213,143
922908827 VANGUARD SMALL CAP G	34,882	34,032
92934R769 CRM MID CAP VALUE FD	77,787	80,902
949915367 WELLS FARGO ADV ENTE	73,331	85,799
961323409 WESTPORT SELECT CAP	39,387	47,239

TY 2011 Investments - Other Schedule

Name: MILLER WALTER J TW
EIN: 23-6878958

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
04315J209 ARTIO TOTAL RETURN B	AT COST	175,813	182,323
4812C0803 JPMORGAN HIGH YIELD	AT COST	53,494	52,698
693390551 PIMCO TOTAL RETN FD	AT COST	186,742	202,665
72369B406 PIONEER HIGH YIELD F	AT COST	43,394	53,926
77957P105 T ROWE PRICE SHORT T	AT COST	89,959	89,774
922031869 VANGUARD INFLAT PROT	AT COST	75,341	87,656
693391559 PIMCO EMERG MKTS BD-	AT COST	114,060	125,658
693390882 PIMCO FOREIGN BD FD	AT COST	29,373	30,946
94985D582 WELLS FARGO FD #4705			
92934R769 CRM MIDCAP VALUE #32			
413838103 OAKMARK FD CL I			
780905782 ROYCE SPEC EQTY #327			
77954Q106 TROWE BLU CHP #93			
922040100 VANGUARD INDX FD #94			
922908827 VANGUARD SML CAP GRW			
949915367 WELLS FARGO FD #3118			
961323409 WESTPORT FUNDS #13			
04315J837 ARTIO INTL FD #1529			
411511306 HARBOR INTL FD #2011			
74144Q203 TROWE EMERG MKT #146			
25264S833 DIAMOND HILL FD #11			
448108100 HUSSMAN GROWTH #601			
26852M105 EII INTL PROPER #30			
44981V706 ING RE FD #2190			
722005667 PIMCO COMMOD FD #45			

TY 2011 Other Decreases Schedule

Name: MILLER WALTER J TW

EIN: 23-6878958

Description	Amount
MUTUAL FUND POSTING NEXT TAX YEAR	1,966

TY 2011 Other Increases Schedule**Name:** MILLER WALTER J TW**EIN:** 23-6878958

Description	Amount
MUTUAL FUNDS POSTING CURRENT TAX YEAR	2,181
ROUNDING	1

TY 2011 Taxes Schedule**Name:** MILLER WALTER J TW**EIN:** 23-6878958

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	3,581	0		0
FEDERAL ESTIMATES - PRINCIPAL	4,160	0		0
FOREIGN TAXES ON QUALIFIED FOR	1,006	1,006		0
FOREIGN TAXES ON NONQUALIFIED	76	76		0