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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 12-01-2011 , and ending 11-30-2012

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
MILLS FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
92 NASSAU STREET 2ND FLOOR

City or town, state, and ZIP code
PRINCETON, NJ 085424530

A Employer identification number
13-2622775

B Telephone number (see page 10 of the instructions)
(609) 921-3880

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)
\$ 3,563,947








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)	5,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18,725	18,725		
	4 Dividends and interest from securities.	29,605	29,605		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	212,455			
	b Gross sales price for all assets on line 6a _____ 1,771,644				
	7 Capital gain net income (from Part IV, line 2)		212,455		
	8 Net short-term capital gain				
	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	265,785	260,785		
	13 Compensation of officers, directors, trustees, etc	5,412	0		5,412
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	5,800	3,480		2,320
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,790	0		490
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	26,836	25,766		1,070
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	39,838	29,246		9,292
	25 Contributions, gifts, grants paid.	253,785			253,785
	26 Total expenses and disbursements. Add lines 24 and 25	293,623	29,246		263,077
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-27,838			
	b Net investment income (if negative, enter -0-)		231,539		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

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	121,910	22,245	22,245		
	2	Savings and temporary cash investments	463,399	801,077	801,077		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	65,169				
	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)	3,500				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	265,807		166,354	209,268	
	b	Investments—corporate stock (attach schedule)	2,027,061		1,824,992	2,118,599	
	c	Investments—corporate bonds (attach schedule).	155,333		155,333	160,718	
	11	Investments—land, buildings, and equipment basis ▶ _____ 10,000 Less accumulated depreciation (attach schedule) ▶ _____	10,000		10,000	10,000	
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	0		104,340	102,040	
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)		140,000		140,000		140,000
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,252,179		3,224,341		3,563,947	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	3,252,179		3,224,341		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0		0		
	29	Retained earnings, accumulated income, endowment, or other funds	0		0		
	30	Total net assets or fund balances (see page 17 of the instructions)	3,252,179		3,224,341		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,252,179		3,224,341		

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 3,252,179
2	Enter amount from Part I, line 27a	2 -27,838
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 3,224,341
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 3,224,341

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	212,455
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	175,221	3,617,740	0 048434
2009	176,668	3,461,000	0 051045
2008	167,904	3,298,163	0 050908
2007	169,216	3,890,205	0 043498
2006	199,078	4,264,649	0 046681

2	Total of line 1, column (d).	2	0 240566
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 048113
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	3,493,279
5	Multiply line 4 by line 3.	5	168,072
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,315
7	Add lines 5 and 6.	7	170,387
8	Enter qualifying distributions from Part XII, line 4.	8	263,077

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,315
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	2,315
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	2,315
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,235	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,235
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	80
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/>	Refunded <input type="checkbox"/>	11	

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 <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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.	2		No
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? If "Yes," attach the statement required by General Instruction T.	5		No
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) <input checked="" type="checkbox"/> NJ, NY			
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? Website address ▶N/A	13	Yes	
14	The books are in care of ▶JOAN E PERSICHILLI Telephone no ▶(609) 921-3880 Located at ▶92 NASSAU STREET 2ND FLOOR PRINCETON NJ ZIP +4 ▶085424530			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see 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>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
See Additional Data Table				
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.	0

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	2,751,958
b	Average of monthly cash balances.	1b	644,518
c	Fair market value of all other assets (see page 24 of the instructions).	1c	150,000
d	Total (add lines 1a, b, and c).	1d	3,546,476
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	3,546,476
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	53,197
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,493,279
6	Minimum investment return. Enter 5% of line 5.	6	174,664

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	174,664
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,315
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,315
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	172,349
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	172,349
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	172,349

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	263,077
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	263,077
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	2,315
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	260,762
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				172,349
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			4,977	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 263,077				
a Applied to 2010, but not more than line 2a			4,977	
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.				172,349
e Remaining amount distributed out of corpus	85,751			
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	85,751			
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.				0
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	85,751			
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. . . .	85,751			

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))

BRADFORD MILLS

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	253,785
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2011)

Part XVII

1

(a)

2.

1

4.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization MILLS FOUNDATION INC	Employer identification number 13-2622775
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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 33¹/₃% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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 MILLS FOUNDATION INC	Employer identification number 13-2622775
--	--

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) Aggregate contributions	(d) Type of contribution
1	CAROL MILLS 88 CHESTER SQUARE LONDON, ENGLAND UK	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization MILLS FOUNDATION INC	Employer identification number 13-2622775
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Part II

Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>

Name of organization MILLS FOUNDATION INC	Employer identification number 13-2622775
--	--

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	

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)
DUKE ENERGY HOLDING CORP	P	2011-09-21	2011-12-02
VERA BRADLEY, INC	P	2011-11-30	2011-12-13
U S TREASURY NOTES DUE 4 625% 12/31/11	P	2007-01-22	2011-12-31
QUALCOMM INC	P	2011-03-08	2012-01-12
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 02-14-12)	P	2009-07-13	2012-02-16
KIMBERLY-CLARK CORP	P	2010-06-11	2012-02-27
FREEPORT MCMORAN COPPER & GOLD INC	P	2012-02-13	2012-03-06
BLACKSTONE GROUP LP THE	P	2011-10-07	2012-03-13
CONSTELLATION ENERGY GROUP, INC	P	2011-12-02	2012-03-13
EXELON CORPORATION	P	2011-12-02	2012-03-13
W P CAREY & CO LLC	P	2011-03-24	2012-03-13
APPLE INC	P	2008-10-29	2012-03-14
ABB LTD SPONSORED ADR	P	2012-02-02	2012-04-03
ISHARES INC ETF MSCI SWEDEN INDEX FD	P	2012-02-03	2012-04-09
SPDR GOLD TRUST ETF	P	2008-10-08	2012-04-09
SPDR GOLD TRUST ETF	P	2009-01-22	2012-04-09
FORD MOTOR COMPANY	P	2012-01-24	2012-04-10
EXELON CORPORATION	P	2011-12-02	2012-04-11
CHEVRON CORPORATION	P	2009-10-21	2012-04-19
INTERNATIONAL BUSINESS MACHS CORP	P	2009-06-01	2012-04-20
INTERNATIONAL BUSINESS MACHS CORP	P	2009-06-09	2012-04-20
PROCTER & GAMBLE CO	P	2011-05-20	2012-05-02
ISHARES TR RUSSELL 2000 INDEX FD ETF	P	2012-01-11	2012-05-16
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 05-15-12)	P	2009-07-13	2012-05-16
UNITED TECHNOLOGIES CORP	P	2009-09-08	2012-05-18
UNITED TECHNOLOGIES CORP	P	2009-11-09	2012-05-18
US BANCORP DEL COM NEW	P	2012-03-14	2012-05-18
INTEL CORP	P	2011-11-07	2012-06-14
INTEL CORP	P	2011-11-17	2012-06-14
ISHARES INC ETF MSCI SWEDEN INDEX FD	P	2012-02-03	2012-06-15

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)
QUALCOMM INC	P	2011-03-08	2012-06-15
CELGENE CORP	P	2011-10-11	2012-06-20
PHILLIPS 66	P	2012-05-01	2012-06-20
APPLE INC	P	2008-10-29	2012-06-21
APPLE INC	P	2009-04-23	2012-06-21
PFIZER INC	P	2011-05-04	2012-06-26
BANK OF THE OZARKS	P	2012-03-09	2012-07-24
DUKE REALTY CORP	P	2012-05-08	2012-08-14
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 08-14-12)	P	2009-07-13	2012-08-15
ALLERGAN INC	P	2012-03-21	2012-09-20
AMAZON COM INC	P	2011-05-26	2012-09-20
APPLE INC	P	2009-04-23	2012-09-20
APPLE INC	P	2010-04-06	2012-09-20
BALL CORPORATION	P	2010-12-02	2012-09-20
CONOCO PHILLIPS	P	2011-01-13	2012-09-20
CONOCO PHILLIPS (BASIS ADJUSTMENT)	P	2011-01-13	2012-09-20
DIAGEO PLC SPONSORED ADR	P	2010-06-16	2012-09-20
DOMINION RESOURCES INC VA	P	2012-02-27	2012-09-20
EBAY INC	P	2012-05-01	2012-09-20
EGSHARES EMERGING MARKETS CONSUMER TITANS INDEX FUND ETF	P	2011-09-01	2012-09-20
EXXON MOBIL CORP	P	2003-06-03	2012-09-20
GENUINE PARTS CO	P	2012-04-03	2012-09-20
GOOGLE INC - CLASS A	P	2010-09-29	2012-09-20
HUNTINGTON BANCSHARES INC	P	2012-05-01	2012-09-20
HUNTINGTON BANCSHARES INC	P	2012-05-01	2012-09-20
ISHARES TR RUSSELL 2000 INDEX FD ETF	P	2012-01-11	2012-09-20
LIBERTY MEDIA CORP LIBERTY CAPITAL	P	2011-02-28	2012-09-20
MASTERCARD INC CL A	P	2011-10-27	2012-09-20
MC DONALDS CORP	P	2008-01-24	2012-09-20
MERCK & CO INC	P	2011-10-31	2012-09-20

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)
MICROSOFT CORP	P	2011-10-24	2012-09-20
PRAXAIR INC	P	2009-09-16	2012-09-20
SANOFI SPONSORED ADR	P	2012-08-28	2012-09-20
THE TRAVELERS COS INC	P	2009-08-13	2012-09-20
ISHARES TR RUSSELL 2000 INDEX FD ETF	P	2012-01-11	2012-10-23
MICROSOFT CORP	P	2011-10-24	2012-10-23
THE TRAVELERS COS INC	P	2009-08-13	2012-10-25
GENUINE PARTS CO	P	2012-04-03	2012-10-31
DOMINION RESOURCES INC VA	P	2012-02-27	2012-11-05
DOMINION RESOURCES INC VA	P	2012-03-13	2012-11-05
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 11-14-12)	P	2009-07-13	2012-11-15

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)
29,422		28,444	978
26,448		28,573	-2,125
100,000		99,453	547
14,570		14,810	-240
48		22	26
46,455		40,145	6,310
42,871		49,953	-7,082
49,301		42,909	6,392
30,020		30,020	0
31		34	-3
74,555		56,334	18,221
8,763		1,584	7,179
28,098		30,084	-1,986
13,287		13,853	-566
73,398		41,136	32,262
22,338		11,826	10,512
42,043		44,946	-2,903
26,920		29,986	-3,066
49,998		37,797	12,201
11,977		6,482	5,495
19,962		10,857	9,105
41,631		44,148	-2,517
15,526		15,253	273
19		10	9
3,632		3,005	627
25,421		23,015	2,406
30,349		30,944	-595
25,338		23,167	2,171
25,258		23,527	1,731
28,658		32,089	-3,431

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)
29,309		29,905	-596
46,134		44,733	1,401
7,772		7,502	270
8,702		1,584	7,118
5,801		1,247	4,554
53,831		49,656	4,175
48,377		45,266	3,111
41,908		44,864	-2,956
70		34	36
13,072		13,612	-540
19,474		14,650	4,824
27,921		4,990	22,931
6,980		2,376	4,604
8,325		6,777	1,548
8,037		7,241	796
7,502		7,502	0
21,104		12,573	8,531
26,774		26,195	579
17,177		14,216	2,961
22,218		21,783	435
10,925		4,421	6,504
18,064		18,396	-332
18,118		13,203	4,915
9,708		9,620	88
22,109		21,877	232
20,015		17,922	2,093
12,998		8,913	4,085
18,136		13,575	4,561
17,177		9,967	7,210
22,415		17,484	4,931

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)
20,834		18,200	2,634
12,987		9,398	3,589
17,632		16,426	1,206
11,631		8,036	3,595
42,537		40,040	2,497
41,965		41,326	639
27,888		17,962	9,926
40,412		41,550	-1,138
33,826		34,156	-330
25,433		25,600	-167
9		5	4

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	
			978
			-2,125
			547
			-240
			26
			6,310
			-7,082
			6,392
			0
			-3
			18,221
			7,179
			-1,986
			-566
			32,262
			10,512
			-2,903
			-3,066
			12,201
			5,495
			9,105
			-2,517
			273
			9
			627
			2,406
			-595
			2,171
			1,731
			-3,431

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-596
			1,401
			270
			7,118
			4,554
			4,175
			3,111
			-2,956
			36
			-540
			4,824
			22,931
			4,604
			1,548
			796
			0
			8,531
			579
			2,961
			435
			6,504
			-332
			4,915
			88
			232
			2,093
			4,085
			4,561
			7,210
			4,931

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	
			2,634
			3,589
			1,206
			3,595
			2,497
			639
			9,926
			-1,138
			-330
			-167
			4

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
BRADFORD MILLS	TREASURER / DIRECTOR 2 00	0	0	0
2094 AQUETONG ROAD NEW HOPE, PA 18938				
BARBARA M HENAGAN	SECT'Y / DIRECTOR 2 00	0	0	0
35 VALLEY ROAD ATLANTA, GA 30305				
ROSS D MILLS	CO-PRESIDENT / DIRECTOR 2 00	0	0	0
3652 TOUCH OF CLASS COURT WELLINGTON, FL 33414				
ELIZABETH MILLS-HARDIE	CO-PRESIDENT / DIRECTOR 2 00	0	0	0
5514 WADE PARK BLVD RALEIGH, NC 27607				
JOAN PERSICHILLI	ASST SECRETARY 2 00	5,412	0	0
92 NASSAU ST 2ND FLOOR PRINCETON, NJ 08542				
MICHAEL PETERSON	DIRECTOR 2 00	0	0	0
92 NASSAU ST 2ND FLOOR PRINCETON, NJ 08542				

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>				
AMERICAN MUSEUM OF FLY FISHINGP O BOX 42 MANCHESTER,VT 05254	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	10,550
ATLANTA SPEECH SCHOOL3160 NORTHSIDE PKWY NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000
ATLANTIC SALMON FEDERATION BOX 807 CALAIS,ME 04619	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	3,000
BEAUFORT MEMORIAL HOSPITAL FOUNDATIONP O BOX 2233 BEAUFORT,SC 29901	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	100
BEAUFORT MEMORIAL HOSPITAL FOUNDATIONP O BOX 2234 BEAUFORT,SC 29902	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	150
BIG BROTHERS BIG SISTERS72 SUTTLE ST SUITE I DURANGO,CO 81302	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	500
BLOOMING GROVE VOLUNTEER FIRE DEPTHC8 BOX 8502 LORDS VALLEY,PA 18428	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	150
BREAKTHROUGH ATLANTA (THE LOVETT SCHOOL)4075 PACES FERRY RD NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	600
BREAKTHROUGH ATLANTA (THE LOVETT SCHOOL)4075 PACES FERRY RD NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
BRITISH SCHOOLS & UNIVERSITIES FDN575 MADISON AVE 106 NEWYORK,NY 10022	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
CEREBRAL PALSY INTERNATIONAL RESEARCH FOUNDATION162 W 56TH ST 1100 WASHINGTON,DC 20005	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000
COMMUNITY FOUNDATION OF NEW JERSEYP O BOX 338 MORRISTOWN,NJ 07963	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	5,000
COUNCIL ON FOREIGN RELATIONS58 EAST 68TH STREET NEWYORK,NY 10021	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	500
HISTORIC MORVEN INC55 STOCKTON ST PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	500
HISTORIC MORVEN INC55 STOCKTON ST PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	100
HISTORICAL SOCIETY OF PRINCETON158 NASSAU ST PRINCETON,NJ 08542	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	275
HURRICANE SANDY NEW JERSEY RELIEF FUNDP O BOX 95 MENDHAM,NJ 07945	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	3,300
MILLBROOK SCHOOLSCHOOL ROAD MILLBROOK,NY 12545	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	12,500
MORVEN MUSEUM & GARDEN55 STOCKTON ST PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	500
NATIONAL FISH AND WILDLIFE FOUNDATION1133 FIFTEENTH STREET NW SUITE 1100 WASHINGTON,DC 20005	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	3,000
PHILANI FUND USA33 SERGEANT ST PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	75,000
PLANNED PARENTHOOD434 WEST 33RD ST NEWYORK,NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	500
PLANNED PARENTHOOD434 WEST 33RD ST NEWYORK,NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
PLANNED PARENTHOOD434 WEST 33RD ST NEWYORK,NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
PRINCETON DAY SCHOOLTHE GREAT ROAD PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	800
PRINCETON HEALTHCARE SYSTEM FOUNDATION3626 US ROUTE ONE PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	5,000
PRINCETON UNIVERSITYP O BOX 5357 PRINCETON,NJ 08544	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	31,500
PRINCETON UNIVERSITY CLASS OF 194887 BATTLE ROAD PRINCETON,NJ 08544	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	160
PROJECT HELPING HANDS21 ALISON DR ABSAROEKEE,MT 59001	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	100
RIGHT TO PLAY49 WEST 27TH ST 930 NEWYORK,NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	825

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 Paid during the year				
ROOM TO READ111 SUTTER S1 16TH FLOOR SAN FRANCISCO,CA 94104	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	825
SAVE A FRIEND TO HOMELESS ANIMALS900 HERRONTOWN RD PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	68,500
SHELDON ANIMAL RESCUE35 BRAYS ISLAND DR SHELDON,SC 29941	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	100
SHELDON TOWNSHIP FIRE DISTRICTP O BOX 129 SHELDON,SC 29941	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	100
SHEPHERD CENTER2020 PEACHTREE RD NW ATLANTA,GA 30309	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	600
SMITH COLLEGE ALUMNAE FUND33 ELM ST NORTHAMPTON,MA 01063	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000
STANFORD UNIVERSITYP O BOX 20466 STANFORD,CA 94305	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	4,000
THE CARTER CENTER453 FREEDOM PARKWAY ATLANTA,GA 30307	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,100
THE JANE GOODALL INSTITUTE 1595 SPRING HILL RD 550 VIENNA,VA 22182	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	825
THE MANZANAR PROJECTP O BOX 98 GLOUCESTER,MA 01931	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	825
THE NATURE CONSERVANCY4245 N FAIRFAX DR 100 ARLINGTON,VA 22203	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
THE NATURE CONSERVANCY4245 N FAIRFAX DR 100 ARLINGTON,VA 22203	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000
THE TRUST FOR PUBLIC LAND660 W PEACHTREE NW SUITE 1840 ATLANTA,GA 30308	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	350
THE UNIVERSITY COTTAGE CLUB (PRINCETON UNIVERSITY)51 PROSPECT AVE PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	10,000
THOMPSON MEMORIAL PRESBYTERIAN CHURCH1680 AQUETONG RD NEW HOPE,PA 18938	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	2,000
TOMORROW'S RAINBOW4341 NW 39TH AVE COCONUT CREEK,FL 33073	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	2,100
TROUT UNLIMITEDP O BOX 7400 WOOLY BUGGER,WV 25438	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	350
Total  3a				253,785

TY 2011 Accounting Fees Schedule

Name: MILLS FOUNDATION INC

EIN: 13-2622775

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCGLADREY & PULLEN LLP - INVESTMENT ACCOUNTING & FORM 990-PF	3,480	3,480		0
MCGLADREY & PULLEN LLP - RESEARCH & PLANNING	2,320	0		2,320

**TY 2011 Investments Corporate
Bonds Schedule****Name:** MILLS FOUNDATION INC**EIN:** 13-2622775

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CATERPILLAR FINANCIAL SE NTS 02.750% DUE 06/24/2015	50,430	52,508
SHERWIN WILLIAMS CO SR UNSEC 03.125% DUE 12/15/2014	50,178	52,427
WAL-MART STORES INC. SR NOTES 4.25% DUE 4-15-13	54,725	55,783

TY 2011 Investments Corporate

Stock Schedule

Name: MILLS FOUNDATION INC

EIN: 13-2622775

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABB LTD SPONSORED ADR	0	0
ALLERGAN INC	30,979	30,607
AMAZON COM INC	34,184	44,108
APPLE INC.	0	0
APPLE INC.	0	0
APPLE INC.	0	0
APPLE INC.	0	0
APPLE INC.	26,135	64,380
ARES CAPITAL CORP	46,229	47,454
BALL CORPORATION	4,344	5,585
BALL CORPORATION (2:1 STK SPLIT 02-16-11)	11,121	14,300
BANK OF THE OZARKS	0	0
BLACKROCK INC.	45,943	47,684
BLACKSTONE GROUP LP THE	0	0
CELGENE CORP	0	0
CHEVRON CORPORATION	0	0
CONOCO PHILLIPS	16,550	18,221
CONOCO PHILLIPS (BASIS ADJUSTMENT)	0	0
CONSTELLATION ENERGY GROUP, INC.	0	0
DIAGEO PLC SPONSORED ADR	8,272	14,946
DIAGEO PLC SPONSORED ADR	20,038	37,067
DOMINION RESOURCES INC VA	0	0
DOMINION RESOURCES INC VA	0	0
DOMINION RESOURCES INC VA	0	0
DUKE ENERGY HOLDING CORP	0	0
DUKE REALTY CORP	0	0
EBAY INC	31,935	40,936
EGSHARES EMERGING MARKETS CONSUMER TITANS INDEX FUND ETF	26,163	27,769
EGSHARES EMERGING MARKETS CONSUMER TITANS INDEX FUND ETF	22,901	24,753
EXELON CORPORATION	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXELON CORPORATION	0	0
EXXON MOBIL CORP.	2,947	7,051
EXXON MOBIL CORP.	13,826	17,628
FORD MOTOR COMPANY	0	0
FREEPORT MCMORAN COPPER & GOLD INC	0	0
GENUINE PARTS CO.	0	0
GENUINE PARTS CO.	0	0
GOOGLE INC. - CLASS A	25,350	33,522
HUNTINGTON BANCSHARES INC	0	0
HUNTINGTON BANCSHARES INC	0	0
INTEL CORP	0	0
INTEL CORP	0	0
INTERNATIONAL BUSINESS MACHS CORP	0	0
INTERNATIONAL BUSINESS MACHS CORP	0	0
ISHARES GOLD TRUST ETF	171,566	165,132
ISHARES IBOXX \$ INVESTOP INVESTMENT GRADE CORP BD FD ETF	96,257	97,704
ISHARES INC ETF MSCI SWEDEN INDEX FD	0	0
ISHARES INC ETF MSCI SWEDEN INDEX FD	0	0
ISHARES TR RUSSELL 2000 INDEX FD ETF	0	0
ISHARES TR RUSSELL 2000 INDEX FD ETF	0	0
ISHARES TR RUSSELL 2000 INDEX FD ETF	0	0
KIMBERLY-CLARK CORP	0	0
KINDER MORGAN MANAGEMENT LLC	34,434	74,003
KINDER MORGAN MANAGEMENT LLC (2009 STK SPLIT 08-14-09)	848	1,822
KINDER MORGAN MANAGEMENT LLC (2009 STK SPLIT 11-13-09)	845	1,816
KINDER MORGAN MANAGEMENT LLC (2010 STK SPLIT 02-12-10)	744	1,599
KINDER MORGAN MANAGEMENT LLC (2010 STK SPLIT 05-14-10)	706	1,518
KINDER MORGAN MANAGEMENT LLC (2010 STK SPLIT 08-13-10)	742	1,594
KINDER MORGAN MANAGEMENT LLC (2010 STK SPLIT 11-12-10)	742	1,594
KINDER MORGAN MANAGEMENT LLC (2011 STK DIVIDEND 02-14-11)	671	1,442

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KINDER MORGAN MANAGEMENT LLC (2011 STK DIVIDEND 05-13-11)	671	1,442
KINDER MORGAN MANAGEMENT LLC (2011 STK DIVIDEND 08-12-11)	706	1,518
KINDER MORGAN MANAGEMENT LLC (2011 STK DIVIDEND 11-14-11)	706	1,518
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 02-14-12)	0	0
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 02-14-12)	600	1,290
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 05-15-12)	0	0
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 05-15-12)	671	1,442
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 08-14-12)	0	0
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 08-14-12)	636	1,366
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 11-14-12)	0	0
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 11-14-12)	706	1,518
LIBERTY MEDIA CORP LIBERTY CAPITAL	20,679	31,897
MASTERCARD INC. CL A	31,223	44,959
MC DONALDS CORP	808	1,306
MC DONALDS CORP	23,963	34,816
MERCK & CO INC.	39,688	50,281
MICROSOFT CORP	0	0
MICROSOFT CORP	0	0
PFIZER INC	0	0
PHILLIPS 66	0	0
PRAXAIR INC.	6,265	8,577
PRAXAIR INC.	16,020	21,442
PROCTER & GAMBLE CO.	0	0
QUALCOMM INC.	0	0
QUALCOMM INC.	0	0
SANOFI SPONSORED ADR	37,370	40,604
SERMED INDUSTRIES, INC.	17,500	0
SPDR EURO STOXX 50 ETF	31,504	31,369
SPDR EURO STOXX 50 ETF	27,370	28,067
SPDR EURO STOXX 50 ETF	32,951	33,515

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	55,751	109,593
SPDR GOLD TRUST ETF	34,631	38,192
SPDR GOLD TRUST ETF	38,215	41,513
SPDR GOLD TRUST ETF	139,085	149,445
SPDR GOLD TRUST ETF	455,435	466,601
TEMPLETON GLOBAL BOND FUND	100,000	100,519
TEMPLETON GLOBAL BOND FUND AD FUND #616 (CAP GAIN DIST REINVESTMENT)	585	648
THE TRAVELERS COS INC	0	0
THE TRAVELERS COS INC	0	0
TORTOISE ENERGY INFRASTRUCTURE	36,781	50,926
UNITED TECHNOLOGIES CORP.	0	0
UNITED TECHNOLOGIES CORP.	0	0
US BANCORP DEL COM NEW	0	0
VERA BRADLEY, INC.	0	0
W.P. CAREY & CO. LLC	0	0

TY 2011 Investments Government Obligations Schedule

Name: MILLS FOUNDATION INC

EIN: 13-2622775

US Government Securities - End of Year Book Value:	166,354
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US Government Securities - End of Year Fair Market Value:	209,268
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2011 Investments - Other Schedule**Name:** MILLS FOUNDATION INC**EIN:** 13-2622775

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CANADIAN GOVERNMENT ISIN CA 135087A461 SEDOL B87DNX1	AT COST	51,808	50,780
CANADIAN GOVERNMENT ISIN CA 135087ZR85 SEDOL B44RG39	AT COST	52,532	51,260

TY 2011 Other Assets Schedule

Name: MILLS FOUNDATION INC

EIN: 13-2622775

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PAINTING - "MALLWYD NED" BY THOMAS BLINKS (ENGLISH SETTER) (SEE STMT 15)	140,000	140,000	140,000

TY 2011 Other Expenses Schedule**Name:** MILLS FOUNDATION INC**EIN:** 13-2622775

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHECKING ACCOUNT FEES	36	0		36
STATE FILING FEES	308	308		0
WORKER'S COMPENSATION	425	0		425
INSURANCE	310	0		310
TRAVEL	299	0		299
INVESTMENT ADVISORY FEES	25,458	25,458		0

TY 2011 Taxes Schedule**Name:** MILLS FOUNDATION INC**EIN:** 13-2622775

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES - ESTIMATED PAYMENTS	1,300	0		0
PAYROLL TAXES	490	0		490