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Form 990-PF

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation MILLS FAMILY FOUNDATION		A Employer identification number 20-3972275
Number and street (or P.O. box number if mail is not delivered to street address) 500 NORTH GREEN BAY ROAD	Room/suite	B Telephone number (847) 234-6525
City or town, state, and ZIP code LAKE FOREST, IL 60045-2146		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,895,474.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,017,715.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			37,597.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	1,033,155.				
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		2,450,382.	432,667.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes	STMT 2	41,422.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 3	15.	0.		15.
24 Total operating and administrative expenses. Add lines 13 through 23		41,437.	0.		15.
25 Contributions, gifts, grants paid		1,131,010.			1,131,010.
26 Total expenses and disbursements. Add lines 24 and 25		1,172,447.	0.		1,131,025.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,277,935.			
b Net investment income (if negative, enter -0-)			432,667.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012)

13370510 311101 45371.004

2012.03040 MILLS FAMILY FOUNDATION

45371.01

SUBMITTED MAY 29 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	126,714.	162,414.	162,414.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons	2,000.		
	7 Other notes and loans receivable			
	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			
	b Investments - corporate stock	1,893,390.	2,411,709.	3,733,060.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	2,022,104.	2,574,123.	3,895,474.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons		8,600.		
21 Mortgages and other notes payable				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0.	8,600.		
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,022,104.	2,565,523.	
30 Total net assets or fund balances	2,022,104.	2,565,523.		
31 Total liabilities and net assets/fund balances	2,022,104.	2,574,123.		

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	2,022,104.
2 Enter amount from Part I, line 27a	2	1,277,935.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	3,300,039.
5 Decreases not included in line 2 (itemize) FAIR MARKET VALUE ADJUSTMENT	5	734,516.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,565,523.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,033,155.		678,085.	355,070.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			355,070.

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 2 355,070.

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).
If (loss), enter -0- in Part I, line 8 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,524,200.	2,598,377.	.586597
2010	1,402,426.	1,378,788.	1.017144
2009	1,708,954.	985,808.	1.733557
2008	1,457,945.	1,047,457.	1.391890
2007	578,579.	241,635.	2.394434

2 Total of line 1, column (d)	2	7.123622
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	1.424724
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,294,599.
5 Multiply line 4 by line 3	5	4,693,894.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,327.
7 Add lines 5 and 6	7	4,698,221.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,131,025.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 type="checkbox"/> and enter 1% of Part I, line 27b		1	8,653.
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	8,653.
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	8,653.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	21,200.	
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	21,200.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,547.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 12,547. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JAMES MILLS Located at ► 500 NORTH GREEN BAY ROAD, LAKE FOREST, IL Telephone no. ► (847) 234-6525 ZIP+4 ► 60045-2146			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here .. and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ►		
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 2012 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 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JAMES MILLS 500 NORTH GREEN BAY ROAD LAKE FOREST, IL 60045	TRUSTEE	0.00	0.	0.
CHARLES MILLS 700 S. RIDGE ROAD LAKE FOREST, IL 60045	TRUSTEE	0.00	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2012)

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services.** 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 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,168,013.
b	Average of monthly cash balances	1b	176,758.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,344,771.
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	3,344,771.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,172.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,294,599.
6	Minimum investment return. Enter 5% of line 5	6	164,730.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	164,730.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,653.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,653.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	156,077.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	156,077.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	156,077.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,131,025.
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	1,131,025.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,131,025.

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

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				156,077.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	573,369.			
b From 2008	1,411,324.			
c From 2009	1,661,902.			
d From 2010	1,334,443.			
e From 2011	1,415,463.			
f Total of lines 3a through e	6,396,501.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	1,131,025.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				156,077.
e Remaining amount distributed out of corpus	974,948.			
5 Excess distributions carryover applied to 2012 (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	7,371,449.			
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 instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	573,369.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,798,080.			
10 Analysis of line 9:				
a Excess from 2008	1,411,324.			
b Excess from 2009	1,661,902.			
c Excess from 2010	1,334,443.			
d Excess from 2011	1,415,463.			
e Excess from 2012	974,948.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
AMERICAN INDIA FOUNDATION 216 E. 45TH STREET, 7TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL FUNDING	20,000.
AMERICAN LUNG ASSOCIATION 1301 PENNSYLVANIA AVE., NW, SUITE 800 WASHINGTON, DC 20004	NONE	PUBLIC CHARITY	GENERAL FUNDING	300.
B'NAI JEHOASHUA BETH ELOHIM 1201 LAKE COOK ROAD DEERFIELD, IL 60015	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	5,000.
B'NAI TORAH 2789 OAK STREET HIGHLAND PARK, IL 60035	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	20,000.
Total	SEE CONTINUATION SHEET(S)			1,131,010.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BATTERED & ABUSED WOMEN & CHILDREN FOUNDATION 2424 WASHINGTON ST, SUITE 123 WAUKEGAN, IL 60085	NONE	PUBLIC CHARITY	GENERAL FUNDING	15,000.
BAY KIDS 1007 GENERAL KENNEDY AVE, BOX 10 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
BEYOND OCD 2300 LINCOLN PARK WEST CHICAGO, IL 60614	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
BIG BROTHERS BIG SISTERS 560 W LAKE ST #5 CHICAGO, IL 60661	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
BOSKO 370 N WESTERN AVE LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
BOYS & GIRLS CLUBS OF CHICAGO 550 W. VAN BUREN STREET, SUITE 350 CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL FUNDING	84,000.
BOYS AND GIRLS CLUB OF LAKE COUNTY 1801 N SHERIDAN ROAD, SUITE 202 NORTH CHICAGO, IL 60064	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
CAMP HOPE PO BOX 687 LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
CHILDREN FIRST 50 S. FRENCH BROAD AVENUE, SUITE 246 ASHEVILLE, NC 28801	NONE	PUBLIC CHARITY	GENERAL FUNDING	150,000.
CHILDREN'S MEMORIAL HOSPITAL 2300 CHILDREN'S PLAZA, BOX 4 CHICAGO, IL 60614	NONE	PUBLIC HOSPITAL	GENERAL FUNDING	10,000.
Total from continuation sheets				1,085,210.

MILLS FAMILY FOUNDATION

20-3972275

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITIZENSHIP COUNTS 4201 N. 24TH STREET, SUITE 210 PHOENIX, AZ 85016	NONE	PUBLIC CHARITY	GENERAL FUNDING	44,000.
CORNELL UNIVERSITY PO BOX 223623 PITTSBURGH, PA 15251	NONE	PUBLIC UNIVERSITY	GENERAL FUNDING	1,990.
CSPA COLUMBIA UNIVERSITY MAIL CODE 5711 NEW YORK, NY 10027	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	1,000.
DREAM FOR EILEEN PO BOX 694 LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	11,000.
FRIENDS OF THE ORPHANS 134 NORTH LASALLE STREET, SUITE 500 CHICAGO, IL 60602	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
GLENKIRK FOUNDATION 3504 COMMERCIAL AVENUE NORTHBROOK, IL 60062	NONE	PUBLIC CHARITY	GENERAL FUNDING	50,000.
GORTON COMMUNITY CENTER 400 EAST ILLINOIS ROAD LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
HALE ELEMENTARY SCHOOL 6140 S. MELVINA CHICAGO, IL 60638	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	10,000.
HEALTH REACH 1800 GRAND AVENUE #1 WAUKEGAN, IL 60085	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
HUMANE SOCIETY 2100 L STREET, NW WASHINGTON, DC 20037	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,300.
Total from continuation sheets				

MILLS FAMILY FOUNDATION

20-3972275

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH UNITED FUND 30 S. WELLS STREET CHICAGO, IL 60606	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	100,000.
LAKE FOREST ACADEMY 1500 WEST KENNEDY ROAD LAKE FOREST, IL 60045	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	55,000.
LAKE FOREST BASEBALL ASSOCIATION 825 S WAUKEGAN ROAD A3, #155 LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	200.
LAKE FOREST COUNTRY DAY SCHOOL 145 S. GREEN BAY ROAD LAKE FOREST, IL 60045	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	27,500.
LAKE FOREST OPEN LANDS ASSOCIATION 272 E. DEERPATH, SUITE 318 LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	3,000.
LAKE FOREST OPEN LANDS ASSOCIATION 350 NORTH WAUKEGAN ROAD LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
LET'S GET READY 50 BROADWAY, SUITE 806 NEW YORK, NY 10004	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
LEUKEMIA AND LYMPHOMA SOCIETY 651 W WASHINGTON BLVD CHICAGO, IL 60661	NONE	PUBLIC CHARITY	GENERAL FUNDING	50.
LYRIC OPERA 20 N. WACKER DRIVE CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL FUNDING	50,000.
MARINE BIOLOGICAL LABORATORY 7 MBL STREET WOODS HOLE, MA 02543	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MERCY HOME FOR BOYS AND GIRLS 1140 W. JACKSON BLVD CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL FUNDING	3,000.
MISERICORDIA 6300 N. RIDGE CHICAGO, IL 60660	NONE	PUBLIC CHARITY	GENERAL FUNDING	56,000.
MOST BLESSED TRINITY ACADEMY 510 W GRAND AVENUE WAUKEGAN, IL 60085	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	5,000.
MS SOCIETY 1100 NEW YORK AVE, NW, SUITE 660 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,500.
MUSEUM OF SCIENCE AND INDUSTRY 57TH STREET & LAKE SHORE DRIVE CHICAGO, IL 60637	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN COURT GENEVA, IL 60134	NONE	PUBLIC CHARITY	GENERAL FUNDING	120.
NORTHWESTERN LAKE FOREST HOSPITAL 660 N. WESTMORELAND ROAD LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	60,000.
PEDIATRIC BRAIN TUMOR FOUNDATION 302 RIDGEFIELD COURT ASHEVILLE, NC 28806	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
RODEHEAVER BOYS RANCH 380 BOYS RANCH RD PALATKA, FL 32177	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
SACRED HEART ELEMENTARY 6250 N. SHERIDAN ROAD CHICAGO, IL 66006	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SALVATION ARMY 428 S SHERIDAN RD WAUKEGAN, IL 60085	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010	NONE	PUBLIC CHARITY	GENERAL FUNDING	3,200.
ST MARY'S CHURCH 1012 LAKE ST EVANSTON, IL 60201	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	10,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PL MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
TCPA 4101 GREENBRIAR DR HOUSTON, TX 77098	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
TOP BOX FOODS 222 MERCHANDISE MART PLAZA, SUITE 202A CHICAGO, IL 60654	NONE	PUBLIC CHARITY	GENERAL FUNDING	350.
UIC COLLEGE OF DENTISTRY 1200 W HARRISON ST CHICAGO, IL 60607	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	20,000.
UNITED WAY OF LAKE COUNTY 330 SOUTH GREENLEAF STREET GURNEE, IL 60031	NONE	PUBLIC CHARITY	GENERAL FUNDING	105,000.
UNIVERSITY OF CHICAGO 5481 S. MARYLAND AVENUE, MC4069 CHICAGO, IL 60637	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
USO PO BOX 96322 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	GENERAL FUNDING	6,000.
Total from continuation sheets				

20-3972275

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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

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

[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 organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

OFFICER

Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date:

Check ☐ self-employed

PTIN

RICHARD A. REISIN

Firm's name ► OSTROW REISIN BERK & ABRAMS, LTD.

Firm's EIN ▶ 36-2938874

Firm's address ► 455 N. CITYFRONT PLAZA DRIVE, SUITE 15
CHICAGO, IL 60611-5313

Phone no. 312-670-7444

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

MILLS FAMILY FOUNDATION

Employer identification number

20-3972275

Organization type(check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
MILLS FAMILY FOUNDATION	20-3972275

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES MILLS 700 SOUTH RIDGE ROAD LAKE FOREST, IL 60045	\$ 501,630.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JAMES MILLS 500 NORTH GREEN BAY ROAD LAKE FOREST, IL 60045	\$ 1,516,085.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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	Employer identification number
MILLS FAMILY FOUNDATION	20-3972275

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
<u>1</u>	<u>22,760 SHARES NEWELL RUBBERMAID</u>	\$ <u>501,630.</u>	<u>12/17/12</u>
<u>2</u>	<u>4,500 SHARES 3M; 5,000 SHARES ALASKA</u> <u>AIR; 5,000 SHARES DU PONT; 10,000</u> <u>SHARES CARDINAL HEALTH</u>	\$ <u>1,416,085.</u>	<u>08/21/12</u>
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

MILLS FAMILY FOUNDATION**20-3972275**

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

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

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

MILLS FAMILY FOUNDATION

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	5,000 SHS ALASKA AIR GROUP	D	08/06/10	02/16/12
b	5,000 SHS CARDINAL HEALTH INC	D	06/03/09	08/20/12
c	5,000 SHS E I DU PONT DE NEMOURS & CO	D	02/03/09	06/05/12
d	5,000 SHS DENDREON	P	08/27/07	10/11/12
e	50 SHS S&P DEPOSITORY RECEIPTS	D	07/26/11	02/02/12
f	VARIOUS CALLS	P	02/16/12	03/22/12
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	381,038.		257,650.	123,388.
b	198,652.		108,059.	90,593.
c	236,148.		114,771.	121,377.
d	20,855.		40,800.	-19,945.
e	6,630.		4,456.	2,174.
f	189,832.		152,349.	37,483.
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			123,388.
b			90,593.
c			121,377.
d			-19,945.
e			2,174.
f			37,483.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	355,070.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN	77,597.	0.	77,597.
TOTAL TO FM 990-PF, PART I, LN 4	77,597.	0.	77,597.

FORM 990-PF	TAXES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 TAXES DUE	20,222.	0.		0.
2012 ESTIMATES	21,200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	41,422.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL CHARITABLE ORGANIZATION REGISTRATION	15.	0.		15.
TO FORM 990-PF, PG 1, LN 23	15.	0.		15.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN	2,411,709.	3,733,060.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,411,709.	3,733,060.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 5

NAME OF MANAGER

JAMES MILLS
CHARLES MILLS