



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 CHARITABLE FOUNDATION		A Employer identification number 30-6000363
Number and street (or P.O. box number if mail is not delivered to street address) 1600 EASTWOOD AVENUE	Room/suite	B Telephone number 847-949-3000
City or town, state, and ZIP code HIGHLAND PARK, IL 60035		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) \$ 2,077,290.	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)
Revenue	1 Contributions, gifts, grants, etc., received	1,909,266.		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	93.	93.		STATEMENT 1
	4 Dividends and interest from securities	5,202.	5,202.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	461,575.			
	b Gross sales price for all assets on line 6a	999,553.			
	7 Capital gain net income (from Part IV, line 2)		461,575.		
	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	2,376,136.	466,870.			
Operating and Administrative Expenses	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				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,056.	1,041.		15.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,056.	1,041.		15.
	25 Contributions, gifts, grants paid	783,520.			783,520.
26 Total expenses and disbursements. Add lines 24 and 25	784,576.	1,041.		783,535.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,591,560.				
b Net investment income (if negative, enter -0-)		465,829.			
c Adjusted net income (if negative, enter -0-)			N/A		

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012) 21

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	267,257.	288,195.	288,195.
	2 Savings and temporary cash investments		194,138.	194,138.
	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			
	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 STMT 5	738,776.	674,505.	1,594,957.
	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)	1,006,033.	1,156,838.	2,077,290.
	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				
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	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	1,006,033.	1,156,838.		
30 Total net assets or fund balances	1,006,033.	1,156,838.		
31 Total liabilities and net assets/fund balances	1,006,033.	1,156,838.		

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	1,006,033.
2 Enter amount from Part I, line 27a	2	1,591,560.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,597,593.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	1,440,755.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,156,838.

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 MESIROW FINANCIAL #8394		D		
b BANK OF AMERICA CLASS ACTION SETTLEMENT		D		12/10/12
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 999,498.		537,978.	461,520.
b 55.			55.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			461,520.
b			55.
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	461,575.
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	874,350.	830,141.	1.053255
2010	772,944.	1,546,141.	.499918
2009	963,826.	2,200,823.	.437939
2008	1,065,328.	3,468,206.	.307170
2007	776,827.	4,462,644.	.174073

2 Total of line 1, column (d)	2	2.472355
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	.494471
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	677,249.
5 Multiply line 4 by line 3	5	334,880.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,658.
7 Add lines 5 and 6	7	339,538.
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	783,535.

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 ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax

1,437. Refunded

Part VII-A Statements 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?

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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 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.

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

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

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

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

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 JONATHAN M. MILLS Telephone no. 847-949-3000 Located at 1600 EASTWOOD AVENUE, HIGHLAND PARK, IL ZIP+4 60035			
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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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

☒

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?

6b

X

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

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.

(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
JONATHAN M. MILLS 1600 EASTWOOD AVENUE HIGHLAND PARK, IL 60035	TRUSTEE 3.00	0.	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 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	284,632.
b	Average of monthly cash balances	1b	402,930.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	687,562.
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	687,562.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,313.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	677,249.
6	Minimum investment return. Enter 5% of line 5	6	33,862.

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	33,862.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,658.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,658.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,204.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	29,204.
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	29,204.

Part XIII 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	783,535.
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	783,535.
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	4,658.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	778,877.

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				29,204.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 556,331.				
b From 2008 894,614.				
c From 2009 854,671.				
d From 2010 696,281.				
e From 2011 836,905.				
f Total of lines 3a through e	3,838,802.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 783,535.			0.	
a Applied to 2011, but not more than line 2a				
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				29,204.
e Remaining amount distributed out of corpus	754,331.			
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	4,593,133.			
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	556,331.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,036,802.			
10 Analysis of line 9:				
a Excess from 2008 894,614.				
b Excess from 2009 854,671.				
c Excess from 2010 696,281.				
d Excess from 2011 836,905.				
e Excess from 2012 754,331.				

N/A

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

	4942(j)(3) or		4942(j)(5)
--	---------------	--	------------

b 85% of line 2a

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

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

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).)

JONATHAN M. 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.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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 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				
AARP FOUNDATION 601 E STREET, NW WASHINGTON, DC 20049	NONE	PUBLIC CHARITY	GENERAL FUNDING	200.
ALOHA TO AGING, INC 4608 LWR ROSWELL RD MARIETTA, GA 30068	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
AMERICAN FRIENDS OF THE ISRAEL SPORTS CENTER FOR THE DISABLED PO BOX 667 DEERFIELD, IL 60015	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
AMERICAN CANCER SOCIETY 225 N MICHIGAN AVE, SUITE 1200 CHICAGO, IL 60601	NONE	PUBLIC CHARITY	GENERAL FUNDING	100.
AMERICANS HELPING VETERANS CORPORATION 504 TANGLEWOOD ROAD FORT VALLEY, GA 31030	NONE	PUBLIC CHARITY	GENERAL FUNDING	50.
Total	SEE CONTINUATION SHEET(S)			783,520.
b Approved for future payment				
NONE				
Total				0.

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 |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | | 1a(1) |
| (2) Other assets | | 1a(2) |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | 1b(1) |
| (2) Purchases of assets from a noncharitable exempt organization | | 1b(2) |
| (3) Rental of facilities, equipment, or other assets | | 1b(3) |
| (4) Reimbursement arrangements | | 1b(4) |
| (5) Loans or loan guarantees | | 1b(5) |
| (6) Performance of services or membership or fundraising solicitations | | 1b(6) |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 1c |
| 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. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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 <i>[Signature]</i>		Date <i>1/4</i>	Title TRUSTEE	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Print/Type preparer's name RICHARD A. REISIN		Preparer's signature <i>[Signature]</i>	Date <i>9/10/13</i>	
Paid Preparer Use Only	Firm's name ▶ OSTROW REISIN BERK & ABRAMS, LTD.				Firm's EIN ▶ 36-2938874
	Firm's address ▶ 455 N. CITYFRONT PLAZA DRIVE, STE 1500 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 CHARITABLE FOUNDATION

Employer identification number

30-6000363

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 CHARITABLE FOUNDATION

30-6000363

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	JONATHAN M. MILLS ONE MEDLINE PLACE MUNDELEIN, IL 60060	\$ 1,909,266.	Person <input 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.)
		\$	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 CHARITABLE FOUNDATION**30-6000363****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
1	PUBLICLY TRADED SECURITIES		
		\$ 1,909,266.	10/10/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization MILLS FAMILY CHARITABLE FOUNDATION	Employer identification number 30-6000363
---	---

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

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
AMIT 817 BROADWAY NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
ANN & ROBERT H. LURIE CHILDRENS HOSPITAL 225 E CHICAGO AVE PR, DPT BOX 269 CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
ANTI DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	NONE	PUBLIC CHARITY	GENERAL FUNDING	4,000.
ASPIRITECH 1950 SHERIDAN ROAD, SUITE 206 HIGHLAND PARK, IL 60035	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
BRIARWOOD SCHOLARSHIP FOUNDATION 355 DEERFIELD ROAD DEERFIELD, IL 60015	NONE	PUBLIC CHARITY	GENERAL FUNDING	650.
CANINE THERAPY CORPS 1700 W IRVING PARK RD, SUITE 311 CHICAGO, IL 60613	NONE	PUBLIC CHARITY	GENERAL FUNDING	2,500.
CARING HOUSE 1800 S. PACIFIC COAST HIGHWAY, UNIT 78 REDONDO BEACH, CA 90277	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
CCFA 386 PARK AVE SOUTH, 17 FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL FUNDING	100.
CENTER FOR ENRICHED LIVING 280 SAUNDERS RD RIVERWOODS, IL 60015	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE	PUBLIC CHARITY	GENERAL FUNDING	15,000.
Total from continuation sheets				781,670.

MILLS FAMILY CHARITABLE FOUNDATION

30-6000363

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	35,000.
CLFA 302 FRESNO ST, STE 102 FRESNO, CA 93706	NONE	PUBLIC CHARITY	GENERAL FUNDING	8,000.
COALITION TO SALUTE AMERICA'S HEROES 552 FORT EVANS ROAD, SUITE 300 LEESBURG, VA 20176	NONE	PUBLIC CHARITY	GENERAL FUNDING	50.
COLLEGE BOUND OPPORTUNITIES 2033 N. MILWAUKEE AVENUE, SUITE 246 RIVERWOODS, IL 60015	NONE	PUBLIC CHARITY	GENERAL FUNDING	8,300.
DEPARTMENT OPHTHALMOLOGY UNIVERSITY MEDICAL CENTER - RUSH HOSPITAL 1725 W. HARRISON STREET CHICAGO, IL 60612	NONE	PUBLIC CHARITY	GENERAL FUNDING	20,000.
FAMILY SERVICE 777 CENTRAL AVE HIGHLAND PARK, IL 60035	NONE	PUBLIC CHARITY	GENERAL FUNDING	2,500.
FIELD MUSEUM 1400 S LAKE SHORE DRIVE CHICAGO, IL 60605	NONE	PUBLIC CHARITY	GENERAL FUNDING	2,000.
FRENCHMAN'S CREEK CHARITIES FOUNDATION 13495 TOURNAMENT DR PALM BEACH GARDENS, FL 33410	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
FRIENDS OF THE IDF 1430 BROADWAY, SUITE 1301 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL FUNDING	32,000.
GROUNDSWELL EDUCATION FILMS NFP 100 N LASALLE ST, SUITE 300 CHICAGO, IL 60602	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
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
HIGHLAND PARK COMMUNITY FOUNDATION PO BOX 398 HIGHLAND PARK, IL 60035	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
HIGHLAND PARK HIGH SCHOOL 433 VINE AVE HIGHLAND PARK, IL 60035	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	1,100.
HOLOCAUST EDUCATION FOUNDATION PO BOX 6153 NEWPORT NEWS, VA 23606	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	25,000.
HUBBARD STREET DANCE CHICAGO 1147 W JACKSON BLVD CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
INTEGRATIVE TOUCH FOR KIDS 8340 N. THORNYDALE RD, #110-153 TUCSON, AZ 85741	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
INVEST IN KIDS 1775 SHERMAN STREET, SUITE 2075 DENVER, CO 80203	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
JANE ADDAMS SENIOR CAUCUS 1111 N WELLS STREET, SUITE 302 CHICAGO, IL 60610	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
JCC CHICAGO 30 SOUTH WELLS STREET, SUITE 4000 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL FUNDING	40,300.
JEWISH COUNCIL ON URBAN AFFAIRS 610 S MICHIGAN AVE, SUITE 500 CHICAGO, IL 60605	NONE	PUBLIC CHARITY	GENERAL FUNDING	15,000.
JEWISH UNITED FUND 30 S. WELLS STREET CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL FUNDING	43,000.
Total from continuation sheets				

MILLS FAMILY CHARITABLE FOUNDATION

30-6000363

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
JOHN HOWARD ASSOCIATION 375 E CHICAGO AVE, SUITE 529 CHICAGO, IL 60601	NONE	PUBLIC CHARITY	GENERAL FUNDING	25,000.
KESHET 617 LANDWEHR RD NORTHBROOK, IL 60062	NONE	EDUCATIONAL INSTITUTION	GENERAL FUNDING	20,000.
KLEZMER MUSIC FOUNDATION 4025 HARVARD TER SKOKIE, IL 60076	NONE	PUBLIC CHARITY	GENERAL FUNDING	4,000.
LIFT 1620 I ST NW SUITE 820 WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
LIGHTHOUSE FOR THE BLIND 1850 WEST ROOSEVELT ROAD CHICAGO, IL 60608	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
LIVELY ARTS OF CHICAGO 2734 W BIRCHWOOD AVE CHICAGO, IL 60645	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
LYNN SAGE FOUNDATION 141 W JACKSON BLVD, SUITE 300 CHICAGO, IL 60604	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
LYRIC OPERA OF CHICAGO 20 N. WACKER DRIVE, SUITE 860 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL FUNDING	50,000.
MIDTOWN EDUCATIONAL FOUNDATION 718 S LOOMIS STREET CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL FUNDING	7,500.
ARK - MIRIAM'S SAFETY NET 6450 N. CALIFORNIA AVE CHICAGO, IL 60645	NONE	PUBLIC CHARITY	GENERAL FUNDING	3,000.
Total from continuation sheets				

MILLS FAMILY CHARITABLE FOUNDATION

30-6000363

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
MIDWEST CENTER ON LAW AND THE DEAF PO BOX 804297 CHICAGO, IL 60680	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
MOUNT SINAI SCHOOL OF MEDICINE 1428 MADISON AVE NEW YORK, NY 10029	NONE	PUBLIC CHARITY	GENERAL FUNDING	20,000.
NATIONAL AUDUBON SOCIETY 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014	NONE	PUBLIC CHARITY	GENERAL FUNDING	160.
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	NONE	PUBLIC CHARITY	GENERAL FUNDING	25.
NATIONAL PARKS CONSERVATION ASSOCIATION 8 S MICHIGAN AVE CHICAGO, IL 60603	NONE	PUBLIC CHARITY	GENERAL FUNDING	100.
NEW ISRAEL FUND 330 SEVENTH AVENUE, 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL FUNDING	15,000.
NORTH SHORE AUXILIARY OF THE JEWISH CHILD AND FAMILY SERVICES 216 W JACKSON BLVD, SUITE 800 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL FUNDING	75.
NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON, IL 60208	NONE	EDUCATIONAL INSTITUTION	GENERAL FUNDING	100.
PADS 3001 GREEN BAY ROAD, BUILDING 5 NORTH CHICAGO, IL 60064	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
PAIDEIA 1350 AVENUE OF THE AMERICAS, SUITE 1200 NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL FUNDING	30,000.
Total from continuation sheets				

MILLS FAMILY CHARITABLE FOUNDATION

30-6000363

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
PARALYZED VETERANS OF AMERICA 801 18TH ST, NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL FUNDING	10.
PLANNED PARENTHOOD 18 S MICHIGAN AVE, 6TH FLOOR CHICAGO, IL 60603	NONE	PUBLIC CHARITY	GENERAL FUNDING	100.
PROJECT CURE 4920 LENA RD, UNIT 109 BRADENTON, FL 34211	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN ROAD HIGHLAND PARK, IL 60035	NONE	PUBLIC CHARITY	GENERAL FUNDING	3,500.
ROBERT LURIE COMPREHENSIVE CANCER CENTER OF NU 675 N ST CLAIR ST, 21ST FLOOR CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL FUNDING	100.
RODEHEAVER BOYS RANCH 380 BOYS RANCH RD PATANKA, FL 32177	NONE	PUBLIC CHARITY	GENERAL FUNDING	2,000.
SCHOLARSHIP GUIDANCE AND CONSULTING OUTREACH 3900 RIDGEWAY ROAD PINE BLUFF, AR 71603	NONE	EDUCATIONAL INSTITUTION	GENERAL FUNDING	10,000.
SCRIPPS RESEARCH INSTITUTE 10550 NORTH TORREY PINES ROAD TPC 2 LA JOLLA, CA 92037	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	GENERAL FUNDING	100.
SPARTANBURG REGIONAL HEALTHCARE SYSTEM FOUNDATION 101 E WOOD ST SPARTANBURG, SC 29303	NONE	PUBLIC CHARITY	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
SPERTUS COLLEGE OF JUDAICA 610 S MICHIGAN AVE, SUITE 500 CHICAGO, IL 60605	NONE	EDUCATIONAL INSTITUTION	GENERAL FUNDING	1,000.
TOPBOX 222 MERCHANDISE MART PLAZA, SUITE 202A CHICAGO, IL 60654	NONE	PUBLIC CHARITY	GENERAL FUNDING	2,100.
UNITED STATES HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PI SW WASHINGTON, DC 20024	NONE	PUBLIC CHARITY	GENERAL FUNDING	3,000.
UNITED WAY OF LAKE COUNTY 330 SOUTH GREENLEAF STREET GURNEE, IL 60031	NONE	PUBLIC CHARITY	GENERAL FUNDING	20,000.
UNIVERSITY OF CHICAGO 1427 E 60TH, SUITE 120 CHICAGO, IL 60637	NONE	EDUCATIONAL INSTITUTION	GENERAL FUNDING	37,500.
UNIVERSITY OF PENNSYLVANIA SCHOOL OF MEDICINE 3400 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	EDUCATIONAL INSTITUTION	GENERAL FUNDING	5,000.
WORLDWIDE FISTULA FUND 1100 E. WOODFIELD RD. SUITE 350 SCHAUMBURG, IL 60173	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE	PUBLIC CHARITY	GENERAL FUNDING	25.
WRITERS' THEATRE 376 PARK AVENUE GLENCOE, IL 60022	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
ZACHARIAS CENTER 4275 OLD GRAND AVE GURNEE, IL 60031	NONE	PUBLIC CHARITY	GENERAL FUNDING	170,000.
Total from continuation sheets				

30-6000363

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
PRIVATE BANK	93.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	93.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MESIROW FINANCIAL INC	5,202.	0.	5,202.
TOTAL TO FM 990-PF, PART I, LN 4	5,202.	0.	5,202.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	886.	886.		0.
FILING FEES	15.	0.		15.
BANK FEES	155.	155.		0.
TO FORM 990-PF, PG 1, LN 23	1,056.	1,041.		15.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 4

DESCRIPTION	AMOUNT
FAIR MARKET VALUE ADJUSTMENT	1,164,908.
PRIOR PERIOD ADJUSTMENT	275,847.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,440,755.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES - MESIROW FINANCIAL	674,505.	1,594,957.
TOTAL TO FORM 990-PF, PART II, LINE 10B	674,505.	1,594,957.

PORTFOLIO POSITIONS

EQUITIES

Description	Symbol/ Cusip	Quantity	Unit Cost	Total/Adj Cost	Market Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield	Acct Type
ABBOTT LABORATORIES	ABT/ 002824100	3,000	16.6815	50,044.62	65.50	196,500.00	146,455.38	1,680.00	85%	C
BANK OF AMERICA CORP	BAC/ 060505104	2,295.101	50.4603	115,811.64	11.61	26,646.12	(89,165.64)	87.00	.34%	C
BECTON DICKINSON & COMPANY	BDX/ 075887109	14,170.061	20.6303	292,332.98	78.19	1,107,957.06	815,624.03	28,050.00	2.53%	C
EXXON MOBIL CORP	XOM/ 30231G102	692.230	72.6842	50,314.22	86.55	59,912.50	9,598.23	1,571.00	2.63%	C
PROCTER & GAMBLE COMPANY	PG/ 742718109	3,004	55.2602	166,001.93	67.89	203,941.56	37,939.63	6,752.00	3.31%	C
Total						\$1,594,957.24	\$920,451.63	\$38,140.00		

C = CASH ACCOUNT M = MARGIN ACCOUNT * = NOT AVAILABLE

MONEY FUND SUMMARY

FEDERATED U S TREAS CASH RESERVES FUND 632

Date	Description	Amount	Date	Description	Amount
12/31	REINVEST DIVIDEND	\$0.42			
BALANCE:		\$288,194.68			
				30 DAY CURRENT YIELD:	0.00%

DAILY ACCOUNT ACTIVITY

Date	Acct Type	Transaction	Quantity	Description	Price	Amount	Balance
12/14	C	JOURNAL ENTRY	3,000	ABBOTT LABORATORIES FROM: 21475316-1			\$0.00
12/14	C	JOURNAL ENTRY	13,506	BECTON DICKINSON & COMPANY FROM: 21475316-1			0.00

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MILLS FAMILY CHARITABLE FOUNDATION	30-6000363
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1600 EASTWOOD AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HIGHLAND PARK, IL 60035	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JONATHAN M. MILLS

• The books are in the care of ☒ 1600 EASTWOOD AVENUE - HIGHLAND PARK, IL 60035

Telephone No. ☒ 847-949-3000

FAX No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED IN ORDER TO COMPILE THE INFORMATION THAT IS NECESSARY FOR A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	4,658.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	6,095.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Pence C Andrews-Tushusky Title CPA

Date 8/14/13

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. MILLS FAMILY CHARITABLE FOUNDATION	Employer identification number (EIN) or 30-6000363
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1600 EASTWOOD AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HIGHLAND PARK, IL 60035	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JONATHAN M. MILLS

- The books are in the care of ► **1600 EASTWOOD AVENUE - HIGHLAND PARK, IL 60035**
Telephone No. ► **847-949-3000** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,095.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,695.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	2,400.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)