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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>HAROLD AND RACHEL MCMILLEN FOUNDATION</b>		A Employer identification number <b>35-6011494</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A Trust Tax Dept - 101N Independence Mall E MACY1372-06</b>		B Telephone number (see instructions) <b>(888) 730-4933</b>
City or town, state, and ZIP code <b>Philadelphia PA 19106-2112</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <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) <b>\$ 769,108</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" 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	22,361	22,058		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	7,055			
	b Gross sales price for all assets on line 6a <b>223,170</b>				
	7 Capital gain net income (from Part IV, line 2)		7,055		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	29,416	29,113	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	11,880	8,910		2,970
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,225			1,225
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,214	355		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses				
	Add lines 13 through 23	14,319	9,265	0	4,195
25 Contributions, gifts, grants paid	32,000			32,000	
26 Total expenses and disbursements Add lines 24 and 25	46,319	9,265	0	36,195	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-16,903				
b Net investment income (if negative, enter -0-)		19,848			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)

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Form 990-PF (2012) HAROLD AND RACHEL MCMILLEN FOUNDATION

35-6011494 Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			1,206	1,206
	2	Savings and temporary cash investments	13,464	28,349	28,349	
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	447,883			
	c	Investments—corporate bonds (attach schedule)	253,127			
	Liabilities	11	Investments—land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)		665,719	739,554	
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)				
15		Other assets (describe )				
16		<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	714,474	695,274	769,109	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds	714,474	695,274			
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see instructions)	714,474	695,274			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	714,474	695,274			

**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	714,474
2	Enter amount from Part I, line 27a	2	-16,903
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	869
4	Add lines 1, 2, and 3	4	698,440
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	3,166
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	695,274

**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.)
<b>1a</b> See Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> See Attached Statement			

  

(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)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<b>2</b> 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 }	<b>2</b>	7,055
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

**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.

(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	37,027	778,441	0.047566
2010	32,129	734,677	0.043732
2009	31,483	677,642	0.046460
2008	47,471	797,711	0.059509
2007	42,311	886,369	0.047735

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.245002
<b>3</b> 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	<b>3</b>	0.049000
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	761,960
<b>5</b> Multiply line 4 by line 3	<b>5</b>	37,336
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	198
<b>7</b> Add lines 5 and 6	<b>7</b>	37,534
<b>8</b> 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.	<b>8</b>	36,195

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	397
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			
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	397
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	397
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	375	
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	375	
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	22	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IN _____		
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

**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 ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
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 ► 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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)	3b	N/A
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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
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? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

N/A

6b

X

7b

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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phil	Trustee 4 00	11,880		

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b>		

**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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	749,052
<b>b</b>	Average of monthly cash balances	<b>1b</b>	24,511
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	773,563
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	773,563
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	11,603
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	761,960
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	38,098

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	38,098
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	397
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	397
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	37,701
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	37,701
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	37,701

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	36,195
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	36,195
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	36,195

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				37,701
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			30,151	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>36,195</u>				
<b>a</b> Applied to 2011, but not more than line 2a			30,151	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				6,044
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				31,657
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	32,000
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b>	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	22,361	
<b>5</b>	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	7,055	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e)		0		29,416	0
<b>13</b>	Total Add line 12, columns (b), (d), and (e)				13	29,416

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

Phone no	412-355-6000
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HAROLD AND RACHEL MCMILLEN FOUNDATION

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

MCMILLEN CENTER FOR HEALTH EDUCATION

**Street**

600 Jim Kelley Blvd

**City**

Fort Wayne

**State**

IN

**Zip Code**

46816

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

15,000

**Name**

AUDIENCES UNLIMITED, INC

**Street**

801 S Main St

**City**

Burbank

**State**

CA

**Zip Code**

91506

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,500

**Name**

BRIDGE OF GRACE CORP MINISTRIES

**Street**

3501 Sycamore School Rd Ste 125

**City**

FORT WORTH

**State**

TX

**Zip Code**

76133

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,500

**Name**

FT WAYNE CENTER FOR LEARNING

**Street**

Suite 215 800 Broadway

**City**

FORT WAYNE

**State**

IN

**Zip Code**

46804

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,000

**Name**

INTERFAITH HOSPITALITY NETWORK

**Street**

46 Park St Montclair

**City**

MONTCLAIR

**State**

NJ

**Zip Code**

07042

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

LIFELINE YOUTH &amp; FAMILY SERVICES

**Street**

P O Box 80487

**City**

Fort Wayne

**State**

IN

**Zip Code**

46898

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,500

HAROLD AND RACHEL MCMILLEN FOUNDATION

35-6011494 Page 2 of 2

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

FT WAYNE CHILDRENS CHOIR

Street

2101 E Coliseum Blvd

City

FORT WAYNE

State

IN

Zip Code

46805

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount



## Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check X <sup>1</sup> to include in Part IV	Description	CUSIP #	Purchaser	Check X <sup>2</sup> if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions							1,117			223,170	216,115	7,055
	Short Term CG Distributions							0			0	0	0
1	AMEX HEALTH CARE SPDR	81369Y209			5/25/2012		9/1/2012	1,855	1,120				135
2	AMEX HEALTH CARE SPDR	81369Y209			12/28/2009		2/24/2012	901	788				113
3	AMEX MATERIALS SPDR	81369Y100			9/11/2011		12/18/2012	187	185				2
4	SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2011		12/18/2012	1,483	1,434				49
5	SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2011		1/23/2012	1,745	1,762				-17
6	SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2011		9/1/2012	509	533				-24
7	SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2011		5/25/2012	1,036	1,230				-194
8	SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2011		2/24/2012	436	492				-56
9	RIDGEMOUNT SEIX HY BD-1#	76628T645			9/27/2010		12/18/2012	1,900	1,801				99
10	RIDGEMOUNT SEIX HY BD-1#	76628T645			9/27/2010		1/23/2012	2,468	2,410				58
11	RIDGEMOUNT SEIX HY BD-1#	76628T645			2/28/2012		9/1/2012	256	248				8
12	RIDGEMOUNT SEIX HY BD-1#	76628T645			2/28/2012		9/1/2012	1,038	1,019				19
13	RIDGEMOUNT SEIX HY BD-1#	76628T645			6/22/2011		9/1/2012	322	328				-6
14	RIDGEMOUNT SEIX HY BD-1#	76628T645			2/4/2011		9/1/2012	663	700				-37
15	PIMCO FOREIGN BD FD USD	693390882			8/19/2011		12/18/2012	657	640				17
16	PIMCO FOREIGN BD FD USD	693390882			11/27/2012		12/18/2012	243	252				-9
17	PIMCO FOREIGN BD FD USD	693390882			8/19/2011		9/1/2012	6,990	6,665				325
18	PIMCO FOREIGN BD FD USD	693390882			2/28/2012		9/1/2012	1,492	1,427				65
19	MERGER FD SH BEN INT #260	589509108			12/23/2010		9/1/2012	4,269	4,291				-22
20	LAUDUS MONDRIAN INTL FLD	516550655			9/27/2010		9/1/2012	8,279	8,116				163
21	SHARES CORE S&P SMALL-C	46428T804			8/17/2011		12/18/2012	1,953	1,602				351
22	SHARES S&P MIDCAP 400 G	46428T606			12/1/2011		2/24/2012	111	101				10
23	SHARES S&P MIDCAP 400 G	46428T606			1/4/2011		2/24/2012	1,446	1,329				119
24	SHARES MSCI EAFE	46428T465			9/9/2009		12/18/2012	3,374	3,247				127
25	SHARES MSCI EAFE	46428T465			9/9/2009		1/23/2012	5,635	5,627				8
26	SHARES MSCI EAFE	46428T465			9/9/2009		9/1/2012	4,404	4,491				-87
27	HUSSMAN STRATEGIC GROW	448108100			12/23/2010		9/1/2012	15,212	17,259				-2,047
28	GATEWAY FUND - Y #196	367829884			9/13/2012		12/18/2012	1,000	1,011				-11
29	DRIEHAUS ACTIVE INCOME F	262028855			9/13/2012		12/18/2012	236	231				5
30	DRIEHAUS ACTIVE INCOME F	262028855			11/27/2012		12/18/2012	364	361				3
31	DIAMOND HILL LONG-SHORT	25264S833			9/13/2012		12/18/2012	1,000	992				8
32	DIAMOND HILL LONG-SHORT	25264S833			9/13/2012		1/23/2012	365	371				-6
33	DIAMOND HILL LONG-SHORT	25264S833			12/23/2010		2/24/2012	1,079	980				99
34	CREDIT SUISSE COMM RT ST	22544R305			9/19/2011		9/1/2012	1,855	2,009				-154
35	ASTRAZENECA PLC	046333AC2			9/19/2007		9/15/2012	25,000	25,280				-280
36	VANGUARD REIT VIPER	922908553			11/23/2012		12/18/2012	1,306	1,278				28
37	VANGUARD REIT VIPER	922908553			8/5/2009		9/1/2012	871	459				412
38	VANGUARD REIT VIPER	922908553			8/5/2009		5/25/2012	938	544				394
39	VANGUARD REIT VIPER	922908553			8/5/2009		2/24/2012	1,913	1,129				784
40	VANGUARD REIT VIPER	922908553			11/4/2011		2/24/2012	1,666	1,554				112
41	AMEX INDUSTRIAL SPDR	81369Y704			1/21/2011		2/24/2012	1,389	1,332				57
42	AMEX FINANCIAL SELECT SP	81369Y605			8/5/2009		12/18/2012	741	615				126
43	VANGUARD MSCI EMERGING	922042858			9/27/2010		12/18/2012	2,198	2,241				-43
44	VANGUARD MSCI EMERGING	922042858			9/27/2010		11/23/2012	1,919	2,062				-144
45	VANGUARD MSCI EMERGING	922042858			1/21/2011		2/24/2012	542	615				-73
46	VANGUARD MSCI EMERGING	922042858			2/22/2011		2/24/2012	2,082	2,224				-142
47	VANGUARD MSCI EMERGING	922042858			9/18/2012		2/24/2012	443	478				-33
48	VANGUARD SHORT TERM BO	921937827			2/24/2012		12/18/2012	8,113	8,139				-2
49	VANGUARD SHORT TERM BO	921937827			3/1/2012		9/1/2012	1,707	1,705				2
50	VANGUARD INTERMEDIATE T	921937819			3/1/2012		9/1/2012	985	963				22
51	VANGUARD INTERMEDIATE T	921937819			2/24/2012		9/25/2012	6,432	6,412				20
52	TARGET CORP	87612EAH9			11/6/2008		3/1/2012	35,000	35,427				-427
53	AMEX UTILITIES SPDR	81369Y886			8/5/2009		5/25/2012	1,754	1,398				356
54	AMEX UTILITIES SPDR	81369Y886			8/5/2009		2/24/2012	140	114				26
55	AMEX TECHNOLOGY SELECT	81369Y803			5/25/2012		2/24/2012	1,258	1,259				-1
56	AMEX TECHNOLOGY SELECT	81369Y803			5/25/2012		12/18/2012	1,467	1,396				71
57	AMEX TECHNOLOGY SELECT	81369Y803			1/21/2011		9/1/2012	1,896	1,707				189
58	AMEX TECHNOLOGY SELECT	81369Y803			1/21/2011		2/24/2012	862	781				81
59	AMEX INDUSTRIAL SPDR	81369Y704			1/21/2011		12/18/2012	574	540				34
60	AMEX INDUSTRIAL SPDR	81369Y704			1/21/2011		9/1/2012	184	180				4
61	AMEX INDUSTRIAL SPDR	81369Y704			1/21/2011		5/25/2012	1,264	1,296				-32
62	AMEX FINANCIAL SELECT SP	81369Y605			8/5/2009		9/1/2012	3,458	3,046				412
63	AMEX FINANCIAL SELECT SP	81369Y605			5/25/2012		9/1/2012	899	821				78
64	AMEX FINANCIAL SELECT SP	81369Y605			5/25/2012		2/24/2012	4,445	4,125				320
65	AMEX FINANCIAL SELECT SP	81369Y605			5/31/2011		2/24/2012	280	300				-20
66	AMEX ENERGY SELECT SPDR	81369Y506			9/1/2012		12/18/2012	219	153				66
67	AMEX ENERGY SELECT SPDR	81369Y506			9/1/2012		12/18/2012	510	514				-4

## Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions															Amount	
Short Term CG Distributions															1,117	
															0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals			Cost, Other Basis and Expenses	Net Gain or Loss			
									Capital Gains/Losses	Gross Sales	Net Gain or Loss					
69	AMEX ENERGY SELECT SPDR	81369Y506			8/5/2009		5/25/2012	2,941	2,302				639			
70	AMEX ENERGY SELECT SPDR	81369Y506			8/5/2009		2/24/2012	1,370					449			
71	AMEX ENERGY SELECT SPDR	81369Y506			11/4/2011		2/24/2012	2,893	2,687				206			
72	AMEX CONSUMER DISCR S&P	81369Y407			9/11/2012		12/18/2012	722	701				21			
73	AMEX CONSUMER DISCR S&P	81369Y407			8/5/2009		5/25/2012	260	153				107			
74	AMEX CONSUMER DISCR S&P	81369Y407			8/5/2009		2/24/2012	686	407				279			
75	AMEX CONSUMER DISCR S&P	81369Y407			8/5/2009		12/18/2012	539	443				96			
76	PIMCO FOREIGN BD FUND	81368Y308			12/1/2011		5/25/2012	238	235				3			
77	MERGER FUND BEN INT #286	589509108			2/28/2012		12/18/2012	600	599				1			
78	CONSUMER STAPLES SECTO	81369Y308			1/21/2011		9/11/2012	714	590				124			
79	CONSUMER STAPLES SECTO	81369Y308			12/1/2011		5/25/2012	883	767				116			
80	CONSUMER STAPLES SECTO	81369Y308			12/1/2011		2/24/2012	2,310	2,066				244			
81	CONSUMER STAPLES SECTO	81369Y308			11/4/2011		2/24/2012	1,089	1,022				67			
82	AMEX HEALTH CARE SPDR	81369Y209			12/28/2009		12/18/2012	615	472				143			
83	AMEX HEALTH CARE SPDR	81369Y209			12/28/2009		9/11/2012	2,916	2,331				585			
84	ISHARES CORE S&P SMALL-CAP	464287804			8/17/2011		11/23/2012	1,114	961				153			
85	ISHARES TR SMALLCAP 600 I	464287804			8/17/2011		9/11/2012	78	64				14			
86	ISHARES TR SMALLCAP 600 I	464287804			5/25/2012		9/11/2012	468	427				41			
87	ISHARES TR SMALLCAP 600 I	464287804			8/17/2011		2/24/2012	1,748	1,474				274			
88	ISHARES TR SMALLCAP 600 I	464287804			11/4/2011		2/24/2012	4,255	3,786				469			
89	ISHARES S&P MIDCAP 400 VA	464287705			12/1/2011		12/18/2012	886	809				77			
90	ISHARES S&P MIDCAP 400 VA	464287705			12/1/2011		11/23/2012	761	728				33			
91	ISHARES S&P MIDCAP 400 VA	464287705			12/1/2011		5/25/2012	2,003	2,023				-20			
92	ISHARES S&P MIDCAP 400 VA	464287705			12/1/2011		2/24/2012	2,798	2,671				127			
93	ISHARES S&P MIDCAP 400 GF	464287606			5/25/2012		12/18/2012	1,153	1,065				88			
94	ISHARES S&P MIDCAP 400 GF	464287606			5/25/2012		11/23/2012	559	533				26			

**Part I, Line 16b (990-PF) - Accounting Fees**

		1,225	0	0	1,225
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,225			1,225

**Part I, Line 18 (990-PF) - Taxes**

		1,214	355	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<b>1</b>	FOREIGN TAXES PAID	355	355		
<b>2</b>	PY ECISE TAX DUE	484			
<b>3</b>	ESTIMATED EXCISE PAYMENTS	375			

**Part II, Line 13 (990-PF) - Investments - Other**

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	739,554
2	MERGER FD SH BEN INT 260		0	11,414	11,271
3	PIMCO FOREIGN BD FD USD H-INST 103		0	15,861	16,039
4	CONSUMER STAPLES SECTOR SPDR TR		0	9,587	11,342
5	AMEX FINANCIAL SELECT SPDR		0	12,298	14,784
6	AMEX MATERIALS SPDR		0	5,232	5,593
7	AMEX TECHNOLOGY SELECT SPDR		0	21,898	25,013
8	AMEX ENERGY SELECT SPDR		0	8,083	11,284
9	ISHARES TR SMALLCAP 600 INDEX FD		0	24,308	38,269
10	ISHARES S&P MIDCAP 400 VALUE		0	15,297	17,187
11	LAUDUS MONDRIAN INTL FI-INST 2940		0	17,629	17,261
12	ISHARES S&P MIDCAP 400 GROWTH		0	18,315	20,823
13	ISHARES MSCI EAFE		0	65,881	71,302
14	AMEX INDUSTRIAL SPDR		0	10,675	11,484
15	AMEX HEALTH CARE SPDR		0	7,630	10,648
16	AMEX CONSUMER DISCR SPDR		0	8,683	14,848
17	DREYFUS EMG MKT DEBT LOC C-I 6083		0	38,805	40,168
18	DRIEHAUS ACTIVE INCOME FUND		0	11,147	11,382
19	HUSSMAN STRATEGIC GROWTH FUND 60		0	17,300	15,449
20	VANGUARD REIT VIPER		0	14,503	26,715
21	VANGUARD EMERGING MARKETS ETF		0	41,110	47,603
22	EMERSON ELEC CO 4 750% 10/15/15		0	33,302	38,756
23	VANGUARD BD INDEX FD INC		0	80,357	80,666
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	21,948	26,423
25	VANGUARD INTERMEDIATE TERM B		0	40,011	41,301
26	DIAMOND HILL LONG-SHORT FD CLI 11		0	17,018	18,760
27	RIDGEWORTH SEIX HY BD-I 5855		0	35,336	38,134
28	GATEWAY FUND - Y 1986		0	18,836	18,467
29	CREDIT SUISSE COMM RT ST-CO 2156		0	43,255	38,582

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1	Cost Basis Adjustment	1	367
2	Mutual Fund & CTF Income Additions	2	502
3	Total	3	869

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**Line 5 - Decreases not included in Part III, Line 2**

1	Mutual Fund & CTF Income Subtraction	1	2,847
2	PY Return of Capital Adjustment	2	319
3	Total	3	3,166

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## Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

[illegible]

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**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2012	2	375
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	375

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	30,151
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	30,151