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Form 990-PF

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation HAROLD AND RACHEL MCMILLEN FOUNDATION		A Employer identification number 35-6011494
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 101N Independence Mall E MACY1372-06		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		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 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) ► \$ 769,108	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) (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	223,170			
	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 RECEIVED MAY 13 2013				
	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	14,319	9,265	0	4,195
Add lines 13 through 23					
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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POSTMARK DATE MAY 10 2013

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		
	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 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	714,474	695,274	769,109
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	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	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 Total net assets or fund balances (see instructions)	714,474	695,274	
	31 Total liabilities and net assets/fund balances (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) ► See Attached Statement	3	869
4 Add lines 1, 2, and 3	4	698,440
5 Decreases not included in line 2 (itemize) ► See Attached Statement	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.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e 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)	
a			0	
b			0	
c			0	
d			0	
e			0	
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 (l) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
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	7,055
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	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

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	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

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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

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		
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	6a	375
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	7	375
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	8	22
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►		
		Refunded ►	11

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
b		
5		X
6		X
7		X
8 a		
IN		
b		
9		
10		X

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

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

If "Yes," attach a conforming copy of the changes

If "Yes," attach the statement required by General Instruction T

If "Yes," attach explanation

If "Yes," attach a schedule listing their names and addresses

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (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	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 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)	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	N/A
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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 Phila	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		

Total number of others receiving over \$50,000 for professional services

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.	
1	NONE
<hr/> <hr/>	
2	
<hr/> <hr/>	
3	
<hr/> <hr/>	
4	
<hr/> <hr/>	
	Expenses

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

Summary of Program-Related Investments (See Instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		►
		0

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	749,052
b	Average of monthly cash balances	1b	24,511
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	773,563
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	773,563
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,603
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	761,960
6	Minimum investment return. Enter 5% of line 5	6	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)

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

Part XII Qualifying Distributions (see instructions)

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

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

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NVA

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1. Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

Part XVI-A | Analysis of Income-Producing Activities

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

Part XVII - Relationship of Activities to the Accomplishment of Exempt Purposes

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?

- a Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1) Cash
 - (2) Other assets
- b Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the value of the goods, other assets, or services given by the reporting foundation. If the foundation received less value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

Sign

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

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		4/22/2013	P01251603	
	Firm's name ► PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324			
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no 412-355-6000				

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
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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
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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
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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
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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 MONTCCLAIR	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 & FAMILY SERVICES

Street

P O Box 80487

City Fort Wayne	State IN	Zip Code 46898	Foreign Country
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Relationship

NONE Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,500
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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
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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
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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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
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Relationship

Foundation Status

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

Check 'X' to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Capital Gains/Losses Other sales	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss	Total			
												Long Term CG Distributions	Short Term CG Distributions	0	1,117
1 X	AMEX HEALTH CARE SPDR	81369Y709			5/25/2012	9/1/2012	1,635	1,635	1,720		0	-	-	-	135
2 X	AMEX HEALTH CARE SPDR	81369Y709			12/28/2009	12/24/2012	901	788	187	185	0	-	-	-	113
3 X	AMEX MATERIALS SPDR	81369Y704			9/1/2011	12/18/2012	1,483	1,483	1,434	1,434	0	-	-	-	49
4 X	SPDR DOWLSHIRE INTERNA	78463X663			5/31/2011	11/23/2012	1,745	1,745	1,762	1,762	0	-	-	-	-17
5 X	SPDR DOWLSHIRE INTERNA	78463X663			5/31/2011	9/1/2012	509	533	1,230	1,230	0	-	-	-	-24
6 X	SPDR DOWLSHIRE INTERNA	78463X663			5/31/2011	9/1/2012	1,036	1,036	1,230	1,230	0	-	-	-	-194
7 X	SPDR DOWLSHIRE INTERNA	78463X663			5/31/2011	9/1/2012	436	436	492	492	0	-	-	-	-56
8 X	RIDGEWORTH SEIX HY BDL#	766281645			5/31/2011	2/24/2012	1,900	1,900	1,801	1,801	0	-	-	-	99
9 X	RIDGEWORTH SEIX HY BDL#	766281645			9/27/2010	9/27/2010	2,458	2,458	2,410	2,410	0	-	-	-	78
10 X	RIDGEWORTH SEIX HY BDL#	766281645			9/27/2010	9/1/2012	236	236	248	248	0	-	-	-	8
11 X	RIDGEWORTH SEIX HY BDL#	766281645			2/28/2012	9/1/2012	1,038	1,038	1,019	1,019	0	-	-	-	19
12 X	RIDGEWORTH SEIX HY BDL#	766281645			6/20/2011	9/1/2012	322	322	328	328	0	-	-	-	6
13 X	RIDGEWORTH SEIX HY BDL#	766281645			9/1/2011	9/1/2012	633	633	700	700	0	-	-	-	7
14 X	PIMCO FOREIGN BD USD	683339082			8/19/2011	12/18/2012	657	640	657	657	0	-	-	-	17
15 X	PIMCO FOREIGN BD USD	683339082			11/27/2012	12/18/2012	243	243	252	252	0	-	-	-	-9
16 X	PIMCO FOREIGN BD USD	683339082			9/17/2011	9/1/2012	6,930	6,930	6,665	6,665	0	-	-	-	325
17 X	PIMCO FOREIGN BD USD	683339082			8/19/2011	9/1/2012	1,492	1,492	1,427	1,427	0	-	-	-	65
18 X	MERGER FDSH BENIANT #260	5689309108			12/23/2010	9/1/2012	4,269	4,269	4,291	4,291	0	-	-	-	-22
19 X	LAUDUS MONDRAN SMALL C	518510555			8/17/2011	12/18/2012	8,219	8,219	8,116	8,116	0	-	-	-	-163
20 X	ISHARES CORE SAP MID-CAP 400 SF	464287606			12/1/2011	2/24/2012	1,953	1,953	1,602	1,602	0	-	-	-	-351
21 X	ISHARES SAP MIDCAP 400 SF	464287606			11/14/2011	2/24/2012	1,111	1,111	101	101	0	-	-	-	-10
22 X	ISHARES MIDCAP 400 SF	464287606			9/8/2009	12/1/2012	1,448	1,448	1,329	1,329	0	-	-	-	119
23 X	ISHARES ACTIVE INCOME F	464287606			9/8/2009	11/23/2012	3,374	3,374	3,247	3,247	0	-	-	-	127
24 X	ISHARES MSCI LAFE	464287606			9/8/2009	11/23/2012	5,635	5,635	5,627	5,627	0	-	-	-	-8
25 X	ISHARES MSCI LAFE	464287606			9/8/2009	9/13/2012	4,404	4,404	4,491	4,491	0	-	-	-	-87
26 X	ISHARES MSCI LAFE	464287606			9/1/2012	12/23/2010	1,019	1,019	980	980	0	-	-	-	-2,047
27 X	HUSSMAN STRATEGIC GROW	448108100			12/1/2011	12/1/2012	1,5212	1,5212	1,759	1,759	0	-	-	-	-5
28 X	DREIHAUS FUND Y #1986	367529884			9/13/2012	12/18/2012	1,000	1,000	1,011	1,011	0	-	-	-	-5
29 X	DREIHAUS ACTIVE INCOME F	262208856			9/1/2012	12/18/2012	236	236	231	231	0	-	-	-	5
30 X	DREIHAUS ACTIVE INCOME F	262208856			1/12/2012	12/18/2012	384	384	361	361	0	-	-	-	3
31 X	DIAMOND HILL LONG-SHORT	252845333			9/13/2012	12/18/2012	1,000	1,000	992	992	0	-	-	-	6
32 X	DIAMOND HILL LONG-SHORT	252845333			9/1/2012	12/18/2012	365	365	371	371	0	-	-	-	6
33 X	DIAMOND HILL LONG-SHORT	252845333			1/2/2012	12/23/2010	1,019	1,019	980	980	0	-	-	-	99
34 X	CREDIT SUISSE COMM RMT	22544R005			9/19/2011	12/18/2012	1,855	1,855	2,009	2,009	0	-	-	-	-154
35 X	ASTRAZENECA PLC	046353AC2			9/19/2007	9/15/2012	25,000	25,000	25,280	25,280	0	-	-	-	-280
36 X	VANGUARD REIT VIPER	922908553			11/23/2012	12/18/2012	1,306	1,306	1,278	1,278	0	-	-	-	28
37 X	VANGUARD REIT VIPER	922908553			8/15/2009	9/1/2012	871	871	544	544	0	-	-	-	412
38 X	VANGUARD REIT VIPER	922908553			8/15/2009	9/1/2012	938	938	913	913	0	-	-	-	394
39 X	VANGUARD REIT VIPER	922908553			8/14/2011	2/24/2012	1,666	1,666	1,554	1,554	0	-	-	-	-112
40 X	VANGUARD REIT VIPER	922908553			1/2/2011	2/24/2012	1,399	1,399	1,332	1,332	0	-	-	-	57
41 X	AMEX INDUSTRIAL SPDR	81369Y704			9/1/2011	12/18/2012	741	741	615	615	0	-	-	-	126
42 X	AMEX FINANCIAL SELECT SP	81369Y805			8/15/2009	12/18/2012	2,188	2,188	2,241	2,241	0	-	-	-	-43
43 X	VANGUARD MSCI EMERGING	922042558			9/27/2010	1/2/2012	1,918	1,918	2,082	2,082	0	-	-	-	-144
44 X	VANGUARD MSCI EMERGING	922042558			9/27/2010	1/12/2012	542	542	615	615	0	-	-	-	99
45 X	VANGUARD MSCI EMERGING	922042558			1/2/2011	2/24/2012	2,092	2,092	2,224	2,224	0	-	-	-	-142
46 X	VANGUARD MSCI EMERGING	922042558			2/2/2011	2/24/2012	443	443	476	476	0	-	-	-	356
47 X	VANGUARD SHORT TERM BO	921937527			9/18/2012	12/18/2012	8,113	8,113	8,139	8,139	0	-	-	-	-39
48 X	VANGUARD SHORT TERM BO	921937527			2/24/2012	9/11/2012	1,707	1,707	1,705	1,705	0	-	-	-	21
49 X	VANGUARD INTERMEDIATE T	921937519			3/17/2012	9/11/2012	985	985	963	963	0	-	-	-	20
50 X	VANGUARD INTERMEDIATE T	921937519			5/25/2012	9/11/2012	6,432	6,432	6,412	6,412	0	-	-	-	-20
51 X	TARGET CORP	81369Y704			3/1/2012	2/24/2012	3,012	3,012	3,522	3,522	0	-	-	-	-427
52 X	AMEX UTILITIES SPDR	81369Y806			11/16/2008	1/2/2012	1,734	1,734	1,398	1,398	0	-	-	-	356
53 X	AMEX UTILITIES SPDR	81369Y704			8/15/2009	1/2/2012	140	140	114	114	0	-	-	-	34
54 X	AMEX UTILITIES SPDR	81369Y806			1/2/2011	2/24/2012	1,258	1,258	1,259	1,259	0	-	-	-	4
55 X	AMEX TECHNOLOGY SELECT	81369Y803			5/25/2012	9/11/2012	1,467	1,467	1,396	1,396	0	-	-	-	-32
56 X	AMEX TECHNOLOGY SELECT	81369Y803			9/11/2012	2/24/2012	899	899	821	821	0	-	-	-	412
57 X	AMEX FINANCIAL SELECT SP	81369Y805			8/15/2009	1/2/2012	4,445	4,445	4,125	4,125	0	-	-	-	-68
58 X	AMEX FINANCIAL SELECT SP	81369Y805			5/31/2011	2/24/2012	280	280	300	300	0	-	-	-	-20
59 X	AMEX FINANCIAL SELECT SP	81369Y805			8/15/2009	1/2/2012	219	219	153	153	0	-	-	-	-68
60 X	AMEX FINANCIAL SELECT SP	81369Y805			12/18/2012	12/18/2012	510	510	514	514	0	-	-	-	-4
61 X	AMEX FINANCIAL SELECT SP	81369Y805			12/18/2012	12/18/2012	0	0	0	0	0	-	-	-	0
62 X	AMEX FINANCIAL SELECT SP	81369Y805			12/18/2012	12/18/2012	0	0	0	0	0	-	-	-	0
63 X	AMEX FINANCIAL SELECT SP	81369Y805			12/18/2012	12/18/2012	0	0	0	0	0	-	-	-	0
64 X	AMEX FINANCIAL SELECT SP	81369Y805			12/18/2012	12/18/2012	0	0	0	0	0	-	-	-	0
65 X	AMEX FINANCIAL SELECT SP	81369Y805			12/18/2012	12/18/2012	0	0	0	0	0	-	-	-	0
66 X	AMEX ENERGY SELECT SPDF	81369Y806			8/15/2009	1/2/2012	0	0	0	0	0	-	-	-	0
67 X	AMEX ENERGY SELECT SPDF	81369Y806			12/18/2012	12/18/2012	0	0	0	0	0	-	-	-	0
68 X	AMEX ENERGY SELECT SPDF	81369Y806			12/18/2012	12/18/2012	0	0	0	0	0	-	-	-	0

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

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	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Cost Other Basis and Expenses	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss	
											Total	Other sales					
	Long Term CG Distributions	0									0	0		223,170	216,115	7,055	
	Short Term CG Distributions	0									0	0				0	
69 <input checked="" type="checkbox"/>	AMEX ENERGY SELECT SPDR	81369Y006			8/5/2009	—	5/25/2012	2,941	—	2,302						—	639
70 <input checked="" type="checkbox"/>	AMEX ENERGY SELECT SPDR	81369Y006			8/5/2009	—	2/24/2012	1,370	—	921						—	449
71 <input checked="" type="checkbox"/>	AMEX ENERGY SELECT SPDR	81369Y006			11/14/2011	—	5/25/2012	2,859	—	2,687						—	206
72 <input checked="" type="checkbox"/>	AMEX CONSUMER DISCR SP	81369Y007			9/11/2012	—	12/1/2012	722	701	—						—	21
73 <input checked="" type="checkbox"/>	AMEX CONSUMER DISCR SP	81369Y007			8/5/2009	—	5/25/2012	260	—	153						—	107
74 <input checked="" type="checkbox"/>	AMEX CONSUMER DISCR SP	81369Y007			8/5/2009	—	2/24/2012	666	—	407						—	279
75 <input checked="" type="checkbox"/>	CONSUMER STAPLES SEC C	81369Y008			12/1/2011	—	5/25/2012	539	—	443						—	96
76 <input checked="" type="checkbox"/>	PIMCO FOREIGN BD USD	693390082			2/28/2012	—	5/25/2012	238	—	235						—	3
77 <input checked="" type="checkbox"/>	MERGER FED SH BENEFIT A256	589509309			12/23/2010	—	5/25/2012	600	599	—						—	1
78 <input checked="" type="checkbox"/>	CONSUMER STAPLES SEC C	81369Y008			12/1/2011	—	5/25/2012	714	—	590						—	124
79 <input checked="" type="checkbox"/>	CONSUMER STAPLES SEC C	81369Y008			12/1/2011	—	5/25/2012	883	—	767						—	116
80 <input checked="" type="checkbox"/>	CONSUMER STAPLES SEC C	81369Y008			12/1/2011	—	2/24/2012	2,310	—	2,066						—	244
81 <input checked="" type="checkbox"/>	CONSUMER STAPLES SEC C	81369Y008			11/14/2011	—	2/24/2012	1,059	—	1,022						—	67
82 <input checked="" type="checkbox"/>	AMEX HEALTH CARE SPDR	81369Y009			12/28/2009	—	12/1/2012	615	—	472						—	143
83 <input checked="" type="checkbox"/>	AMEX HEALTH CARE SPDR	81369Y009			12/28/2009	—	9/11/2012	2,916	—	2,331						—	585
84 <input checked="" type="checkbox"/>	ISHARES CORE S&P SMALL C	464287004			9/17/2011	—	11/2/2012	1,114	—	961						—	153
85 <input checked="" type="checkbox"/>	ISHARES TS SMALL CAP 600 I	464287004			8/17/2011	—	9/11/2012	78	64	—						—	14
86 <input checked="" type="checkbox"/>	ISHARES TS SMALL CAP 600 I	464287004			5/25/2012	—	9/11/2012	468	—	427						—	41
87 <input checked="" type="checkbox"/>	ISHARES TS SMALL CAP 600 I	464287004			8/17/2011	—	2/24/2012	1,748	—	1,474						—	274
88 <input checked="" type="checkbox"/>	ISHARES TS SMALL CAP 600 I	464287004			11/14/2011	—	2/24/2012	4,255	—	3,866						—	469
89 <input checked="" type="checkbox"/>	ISHARES S&P MIDCAP 400 IVA	464287705			1/21/2011	—	12/1/2012	886	809	—						—	77
90 <input checked="" type="checkbox"/>	ISHARES S&P MIDCAP 400 IVA	464287705			1/21/2011	—	1/12/2012	761	—	728						—	33
91 <input checked="" type="checkbox"/>	ISHARES S&P MIDCAP 400 IVA	464287705			1/21/2011	—	5/25/2012	2,093	—	2,023						—	20
92 <input checked="" type="checkbox"/>	ISHARES S&P MIDCAP 400 IVA	464287705			1/21/2011	—	2/24/2012	2,798	—	2,671						—	127
93 <input checked="" type="checkbox"/>	ISHARES S&P MIDCAP 400 GI	464287006			5/25/2012	—	12/1/2012	1,153	—	1,065						—	86
94 <input checked="" type="checkbox"/>	ISHARES S&P MIDCAP 400 GI	464287006			5/25/2012	—	11/2/2012	559	539	—						—	26

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

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
1	FOREIGN TAXES PAID	355	355		
2	PY EXCISE TAX DUE	484			
3	ESTIMATED EXCISE PAYMENTS	375			

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
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 EAFFE		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	DREYFUSE EMG MKT DEBT LOC C-1 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

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

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

Long Term CG Distributions											Short Term CG Distributions											Amount											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938											5.938		
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

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

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

Date	Amount
1	0
5/9/2012	375
2	375
3	0
4	0
5	0
6	0
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