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 , 2012, and ending , 20

Name of foundation: W. PAUL MILLS & THORA J. MILLS MEMORIAL FOUNDATION 14079-00

A Employer identification number: 37-1432256

Number and street (or P O box number if mail is not delivered to street address): 106 SOUTH MAIN STREET, STE 16

Room/suite:

B Telephone number (see instructions): 330- 384-7301

City or town, state, and ZIP code: AKRON, OH 44308

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,310,678.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	32,264.	32,264.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,673.			
	b Gross sales price for all assets on line 6a 402,680.				
	7 Capital gain net income (from Part IV, line 2)		22,673.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	54,937.	54,937.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,184.	11,092.		11,092.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,259.	1,259.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	2,134.	343.		
	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	25,577.	12,694.	NONE	11,092.
	25 Contributions, gifts, grants paid	58,500.			58,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	84,077.	12,694.	NONE	69,592.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-29,140.			
	b **Net investment income** (if negative, enter -0-)		42,243.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Form **990-PF** (2012)

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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			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,201,770.	1,195,789.	1,310,678.
	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)	1,201,770.	1,195,789.	1,310,678.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ CASH OVERDRAFT)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,201,770.	1,195,789.	
	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)	1,201,770.	1,195,789.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,201,770.	1,195,789.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,201,770.
2	Enter amount from Part I, line 27a	2	-29,140.
3	Other increases not included in line 2 (itemize) ▶ FUNDS TRANSFERRED TO ACCOUNT IN ERROR RETURNED IN	3	23,160.
4	Add lines 1, 2, and 3	4	1,195,790.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,195,789.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	402,680.		380,007.	22,673.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				22,673.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 22,673.

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**

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	73,793.	1,321,008.	0.055861
2010	62,609.	1,302,702.	0.048061
2009	70,857.	1,240,917.	0.057101
2008	79,904.	1,424,718.	0.056084
2007	75,985.	1,616,381.	0.047009

2	**Total** of line 1, column (d)	2	0.264116
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052823
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,307,732.
5	Multiply line 4 by line 3	5	69,078.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	422.
7	Add lines 5 and 6	7	69,500.
8	Enter qualifying distributions from Part XII, line 4	8	69,592.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	422.
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	
3	Add lines 1 and 2	3	422.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	422.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . 6a 791.		
b	Exempt foreign organizations - tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c NONE		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	791.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	369.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 369. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIRSTMERIT BANK, NA Telephone no. ▶ (330)384-7301

Located at ▶ 106 S. MAIN ST, 5TH FL, AKRON, OH ZIP+4 ▶ 44308

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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		
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)? **5b**

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).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
FIRST MERIT BANK NA 106 S. MAIN ST, 16th FL., AKRON, OH 44308	TRUSTEE 1	22,184.		-0-
JOSEPH GIBSON, ESQ. 1739 KARG DR, AKRON, OH 44313	TRUSTEE			
RONALD B. TYNAN, SR 106 S. MAIN ST, STE 1600, AKRON, OH 44308	TRUSTEE			
REV. DR. MARK T. RUPPERT 647 E MARKET ST, AKRON, OH 44304	TRUSTEE			

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

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

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
Total number of others receiving over $50,000 for professional services ▶		NONE

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	
Total. Add lines 1 through 3 ▶	

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	1,316,638.
b	Average of monthly cash balances	1b	11,009.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,327,647.
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	NONE
3	Subtract line 2 from line 1d	3	1,327,647.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,915.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,307,732.
6	**Minimum investment return.** Enter 5% of line 5	6	65,387.

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	65,387.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	422.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	422.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	64,965.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	64,965.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	64,965.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	69,592.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	69,592.
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)	5	422.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	69,170.

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				64,965.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			52,212.	
b	Total for prior years 20 10 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2012.				
a	From 2007 ... NONE				
b	From 2008 ... NONE				
c	From 2009 ... NONE				
d	From 2010 ... NONE				
e	From 2011 ... NONE				
f	Total of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 69,592.				
a	Applied to 2011, but not more than line 2a			52,212.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				17,380.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				47,585.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

N/A

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.

N/A

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:

SEE STATEMENT 5

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT				58,500.
Total . . . . . . ▶ **3a**				58,500.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	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			14	32,264.	
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			18	22,673.	
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)				54,937.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 54,937.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

		Yes	No
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	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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 Here

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

FIRSTMERIT BANK, N.A.
BY Brenda L. Moulbray | 5-5-13 | ▶
Signature of officer or trustee Client Advisor | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFF MASLANICH, EA		04/24/2013		P00390783
Firm's name ▶ THOMSON REUTERS TAX & ACCOUNTING			Firm's EIN ▶ 75-1297386	
Firm's address ▶ 6135 TRUST DRIVE, SUITE 118 HOLLAND, OH 43528			Phone no 419-861-2300	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES INC	573.	573.
AMERICAN EXPRESS CO	211.	211.
ANHEUSER-BUSCH CO 4.950% 1/15/14	2,475.	2,475.
APPLE COMPUTER INC	191.	191.
AUTOMATIC DATA PROCESSING INC	357.	357.
BANK OF AMERICA 4.875% 9/15/12	1,219.	1,219.
BLACKROCK INC CL A	468.	468.
CHEVRONTEXACO CORP	446.	446.
COCA-COLA CO	286.	286.
DANAHER CORP	35.	35.
ECOLAB INC	271.	271.
EXXON MOBIL CORP	419.	419.
FFCB 2.250% 4/24/12	563.	563.
FFCB 2.625% 4/17/14	1,313.	1,313.
FEDERAL NATL MTG AS 6.260% 11/26/12	1,878.	1,878.
FNMA 1.250% 8/20/13	625.	625.
FEDER TOTAL RETURN BOND FUND #328	891.	891.
GE COMPANY CO 5.000% 2/01/13	2,500.	2,500.
HUMANA INC	41.	41.
INTERNATIONAL BUSINESS MACHINE CORP	267.	267.
ISHARES RUSSELL MIDCAP GRWTH	344.	344.
ISHARES RUSSELL MIDCAP INDEX FUND	1,218.	1,218.
ISHARES TRUST S&P SM CAP 600	343.	343.
ISHARES TR S&P SMALLCAP/600 GROWTH	294.	294.
JOHNSON & JOHNSON CO	498.	498.
LOOMIS SAYLES BOND FUND	1,549.	1,549.
MC DONALDS CORP	302.	302.
MICROSOFT CORP	404.	404.
FEDERATED PRIME OBLIGATIONS FD	10.	10.
NIKE INC CLASS B	259.	259.
ORACLE SYSTEMS CORP.	207.	207.
PEPSICO INC	504.	504.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PIMCO ENHANCED SHORT MATURITY ETF	114.	114.
PRAXAIR INC	198.	198.
PROCTER & GAMBLE CO	449.	449.
QUALCOMM INC	59.	59.
SPDR DOW JONES REIT ETF	552.	552.
SCHLUMBERGER LTD	184.	184.
UTILITIES SELECT SECTOR SPDR	319.	319.
JM SMUCKER CO/THE-NEW COM	244.	244.
TARGET CORP	220.	220.
TEVA PHARMACEUTICAL INDS ADR	204.	204.
TRAVELERS COMPANIES INC	155.	155.
US BANCORP	367.	367.
UNION PACIFIC CORP	318.	318.
UNITED TECHNOLOGIES CORP	414.	414.
VANGUARD INTM TERM INV G-INV	3,591.	3,591.
VANGUARD FTSE ALL-WORLD EX-US	1,854.	1,854.
VANGUARD FTSE EMERGING MARKETS ETF	1,823.	1,823.
YUM! BRANDS INC	238.	238.
TOTAL	32,264.	32,264.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	108.	108.		
TAX PREPARATION FEE (NON-ALLOC	1,151.	1,151.		
TOTALS	1,259.	1,259.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	51.	51.
OTHER TAXES	200.	
FEDERAL TAX PAYMENT - PRIOR YE	800.	
FEDERAL ESTIMATES - PRINCIPAL	791.	
FOREIGN TAXES ON QUALIFIED FOR	183.	183.
FOREIGN TAXES ON NONQUALIFIED	109.	109.
TOTALS	2,134.	343.

RECIPIENT NAME:
BRENDA MOUBRAY
ADDRESS:
FIRSTMERIT BANK, NA, 106 S. MAIN ST., 16th FLOOR
AKRON, OH 44308
RECIPIENT'S PHONE NUMBER: 330-384-7301
FORM, INFORMATION AND MATERIALS:
NO SPECIFIC FORMAT; MUST BE SUBMITTED IN WRITING
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
GRANTS ARE GENERALLY RESTRICTED TO AKRON AND
SUMMIT COUNTY 501(c)(3) ORGANIZATIONS.

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AV00068 05 AV 1.077 **AUTO T1 0 0150 44145-

THOMSON REUTERS
ATTN: JEFF MASLANICH
24481 DETROIT RD, STE 400
WESTLAKE, OH 44145-1557

FIRSTMERIT BANK, N.A.
TRUSTEE OF THE
W. PAUL MILLS AND THORA J. MILLS
MEMORIAL FOUNDATION
U/A/D 6/28/1996

ACCOUNT 14079-00

STATEMENT OF ACCOUNT

FOR THE PERIOD

12/01/12 THROUGH 12/31/12

IF YOU HAVE ANY QUESTIONS
CONCERNING YOUR ACCOUNT, PLEASE CONTACT:

BRENDA J. MOUBRAY
(330) 384-7301 / (888) 384-6388

OR

CHRISTOPHER M. DAVIS
(330) 384-7268 / (888) 384-6388

WEALTH MANAGEMENT SERVICES
106 SOUTH MAIN STREET 5TH FLOOR
AKRON, OH 44308

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Wealth Management
Services

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ꟷCCOUNT: 14079-00

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MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

ACCOUNT SUMMARY

FOR THE PERIOD 12/01/12 THROUGH 12/31/12

	THIS PERIOD	CALENDAR YEAR-TO-DATE
BEGINNING MARKET VALUE	1,302,587.88	1,256,790.74
ADDITIONS	0.00	54,296.72
DISTRIBUTIONS	1,277.37-	114,921.50-
INCOME	6,691.60	33,957.24
REALIZED CAPITAL GAINS/LOSSES	0.00	20,686.41
UNREALIZED CAPITAL GAINS/LOSSES	2,675.46	59,867.96
ENDING MARKET VALUE	1,310,677.57	1,310,677.57

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CASH AND MONEY MARKET SUMMARY

ꟽILLS MEMORIAL FOUNDATION - TRUSTEE
\CCOUNT: 14079-00

FOR THE PERIOD 12/01/12 THROUGH 12/31/12

	THIS PERIOD	CALENDAR YEAR-TO-DATE
3EGINNING CASH AND MONEY MARKET BALANCE	105,436.01	76,737.12
:ASH ADDITIONS	0.00	54,296.72
)ISTRIBUTIONS		
²AYMENTS TO OR FOR BENEFICIARIES	0.00	0.00
⁼EES	1,277.37-	23,334.62-
:XPENSES	0.00	60,342.12-
)THER DISBURSEMENTS	0.00	31,244.76-
ſOTAL DISTRIBUTIONS	1,277.37-	114,921.50-
[NCOME		
ſAXABLE INTEREST	0.00	10,571.76
ꟽON-TAXABLE INTEREST	0.00	0.00
ſAXABLE DIVIDENDS	4,424.98	20,734.14
ꟽON TAXABLE DIVIDENDS	0.00	0.00
)THER INCOME	0.00	0.00
:APITAL GAINS/DISTRIBUTIONS	2,266.62	2,651.34
ſOTAL INCOME	6,691.60	33,957.24
3UY AND SELL ACTIVITY		
²URCHASES	2,266.62-	342,179.67-
;ALES	0.00	400,693.71
ſOTAL BUY AND SELL ACTIVITY	2,266.62-	58,514.04
:NDING CASH BALANCE	0.00	0.00
:NDING MONEY MARKET BALANCE	108,583.62	108,583.62

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MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

ASSET SUMMARY

AS OF 12/31/12

ASSET CATEGORY	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	19,471.69-	1.49-%	19,471.69-			
MONEY MARKET FUNDS	108,583.62	8.28 %	108,583.62	0.00	11	0.01 %
U.S. GOVERNMENT AGENCIES	101,459.00	7.74 %	100,262.00	1,197.00	1,938	1.91 %
CORPORATE & FOREIGN BONDS	102,427.50	7.81 %	100,375.00	2,052.50	4,975	4.86 %
COMMON EQUITY SECURITIES	417,120.76	31.82 %	320,878.04	96,242.72	8,177	1.96 %
CLOSED END EQUITY MUTUAL FUND	320,669.24	24.47 %	308,654.03	12,015.21	5,696	1.78 %
TAXABLE FIXED INCOME FUNDS	187,047.41	14.27 %	183,604.67	3,442.74	6,961	3.72 %
CLOSED-END FIXED INCOME (TAX)	73,370.04	5.60 %	73,431.93	61.89-	784	1.07 %
PRINCIPAL PORTFOLIO TOTAL	1,291,205.88	98.51 %	1,176,317.60	114,888.28	28,542	2.18 %
INCOME PORTFOLIO						
INCOME CASH	19,471.69	1.49 %	19,471.69			
TOTAL ASSETS	1,310,677.57	100.00 %	1,195,789.29	114,888.28	28,542	2.18 %

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Services

LIST OF ASSETS

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO							
	PRINCIPAL CASH	19,471.69-	1.49-%	19,471.69-			
MONEY MARKET FUNDS							
108,583.62	FEDERATED PRIME OBLIGATIONS FUND	108,583.62 1.000	8.28 %	108,583.62	0.00	11	0.01
U.S. GOVERNMENT AGENCIES							
50,000	FEDERAL NATIONAL MORTGAGE ASSN DTD 07/09/2010 1.250% 08/20/2013 NON CALLABLE	50,329.00 100.658	3.84 %	50,495.00	166.00-	625	1.24
50,000	FEDERAL FARM CREDIT BANK DTD 04/17/2009 2.625% 04/17/2014 NON CALLABLE	51,130.00 102.260	3.90 %	49,767.00	1,363.00	1,313	2.57
TOTAL U.S. GOVERNMENT AGENCIES		101,459.00	7.74 %	100,262.00	1,197.00	1,938	1.91
CORPORATE & FOREIGN BONDS							
50,000	GENERAL ELECTRIC COMPANY DTD 01/28/2003 5.000% 02/01/2013	50,190.50 100.381	3.83 %	49,500.00	690.50	2,500	4.98
50,000	ANHEUSER-BUSCH COMPANIES INC DTD 09/12/2003 4.950% 01/15/2014	52,237.00 104.474	3.99 %	50,875.00	1,362.00	2,475	4.74

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Wealth Management
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MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

LIST OF ASSETS

AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
TOTAL CORPORATE & FOREIGN BONDS		102,427.50	7.81 %	100,375.00	2,052.50	4,975	4.86
COMMON EQUITY SECURITIES							
270	AMERICAN EXPRESS CO	15,519.60 57.480	1.18 %	12,067.36	3,452.24	216	1.39
36	APPLE INC	19,158.23 532.173	1.46 %	5,655.85	13,502.38	382	1.99
186	AUTOMATIC DATA PROCESSING INC	10,588.98 56.930	0.81 %	9,462.98	1,126.00	324	3.06
78	BLACKROCK INC CL A	16,123.38 206.710	1.23 %	13,268.99	2,854.39	468	2.90
127	CHEVRON CORPORATION	13,733.78 108.140	1.05 %	7,044.48	6,689.30	457	3.33
280	COCA COLA CO	10,150.00 36.250	0.77 %	7,327.55	2,822.45	286	2.82
280	DANAHER CORP	15,652.00 55.900	1.19 %	10,887.74	4,764.26	28	0.18
199	ECOLAB INC	14,308.10 71.900	1.09 %	8,912.61	5,395.49	183	1.28

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Wealth Management
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MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

LIST OF ASSETS

AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
661	EMC CORP/MASS	16,723.30 25.300	1.28 %	16,022.31	700.99	0	0.00
304	EXPRESS SCRIPTS HLDG	16,416.00 54.000	1.25 %	16,624.24	208.24-	0	0.00
192	EXXON MOBIL CORPORATION	16,617.60 86.550	1.27 %	8,990.40	7,627.20	438	2.64
157	HUMANA INC	10,774.91 68.630	0.82 %	11,594.61	819.70-	163	1.51
81	INTERNATIONAL BUSINESS MACHINES CORP	15,515.55 191.550	1.18 %	15,151.87	363.68	275	1.77
122	JM SMUCKER CO/THE-NEW	10,521.28 86.240	0.80 %	8,267.75	2,253.53	254	2.41
227	JOHNSON & JOHNSON	15,912.70 70.100	1.21 %	13,427.81	2,484.89	554	3.48
87	MCDONALDS CORP	7,674.27 88.210	0.59 %	4,744.96	2,929.31	268	3.49
276	NIKE INC-CLASS B	14,241.60 51.600	1.09 %	7,020.36	7,221.24	116	0.81
494	ORACLE CORPORATION	16,460.08 33.320	1.26 %	14,794.14	1,665.94	119	0.72

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Services

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

LIST OF ASSETS

AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
241	PEPSICO INC	16,491.63 68.430	1.26 %	13,682.03	2,809.60	518	3.14
90	PRAXAIR INC	9,850.50 109.450	0.75 %	5,167.71	4,682.79	198	2.01
203	PROCTER & GAMBLE CO	13,781.67 67.890	1.05 %	7,759.68	6,021.99	456	3.31
234	QUALCOMM INC	14,475.15 61.860	1.10 %	14,565.56	90.41-	234	1.62
166	SCHLUMBERGER LTD	11,503.57 69.299	0.88 %	10,007.21	1,496.36	183	1.59
216	TARGET CORP	12,780.72 59.170	0.98 %	12,445.29	335.43	311	2.43
239	THERMO FISHER SCIENTIFIC INC	15,243.42 63.780	1.16 %	14,634.28	609.14	143	0.94
210	TRAVELERS COMPANIES INC	15,082.20 71.820	1.15 %	14,127.38	954.82	386	2.56
130	UNION PAC CORP	16,343.60 125.720	1.25 %	10,645.92	5,697.68	359	2.20
204	UNITED TECHNOLOGIES CORP	16,730.04 82.010	1.28 %	11,197.76	5,532.28	437	2.61

FIRSTMERIT.
Wealth Management
Services

LIST OF ASSETS

MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
325	US BANCORP NEW	10,380.50 31.940	0.79 %	8,907.19	1,473.31	254	2.45
126	YUM! BRANDS INC	8,366.40 66.400	0.64 %	6,472.02	1,894.38	169	2.02
TOTAL COMMON EQUITY SECURITIES		417,120.76	31.82 %	320,878.04	96,242.72	8,177	1.96
CLOSED END EQUITY MUTUAL FUND							
460	FLEXSHARES MORNINGSTAR UPSTREAM NATURAL RESOURCES INDEX FUND	16,385.20 35.620	1.25 %	16,818.47	433.27-	169	1.03
205	ISHARES CORE S&P SMALL-CAP ETF	16,010.50 78.100	1.22 %	15,473.65	536.85	265	1.66
416	ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	26,124.80 62.800	1.99 %	24,783.51	1,341.29	344	1.32
508	ISHARES RUSSELL MIDCAP INDEX FUND	57,454.80 113.100	4.38 %	48,974.68	8,480.12	1,042	1.81
192	ISHARES TR S&P SMALLCAP/600 BARRA GROWTH INDEX FUND	16,135.68 84.040	1.23 %	14,250.58	1,885.10	227	1.41
346	SPDR GOLD TRUST	56,059.06 162.020	4.28 %	55,656.67	402.39	0	0.00

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MILLS MEMORIAL FOUNDATION - TRUSTEE
ACCOUNT: 14079-00

LIST OF ASSETS

AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
441	UTILITIES SELECT SECTOR SPDR	15,399.94 34.920	1.17 %	15,808.22	408.28-	638	4.14
1,302	VANGUARD FTSE ALL-WORLD EX-US INDEX FUND	59,566.50 45.750	4.54 %	58,057.23	1,509.27	1,751	2.94
1,292	VANGUARD MSCI EMERGING MARKETS ETF	57,532.76 44.530	4.39 %	58,831.02	1,298.26-	1,260	2.19
TOTAL CLOSED END EQUITY MUTUAL FUND		320,669.24	24.47 %	308,654.03	12,015.21	5,696	1.78
TAXABLE FIXED INCOME FUNDS							
4,401.71	FEDERATED TOTAL RETURN BOND FUND	50,311.55 11.430	3.84 %	50,703.39	391.84-	1,956	3.89
1,779.359	LOOMIS SAYLES BOND FUND	26,903.91 15.120	2.05 %	25,000.00	1,903.91	1,550	5.76
10,642.631	VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND	109,831.95 10.320	8.38 %	107,901.28	1,930.67	3,455	3.15
TOTAL TAXABLE FIXED INCOME FUNDS		187,047.41	14.27 %	183,604.67	3,442.74	6,961	3.72
CLOSED-END FIXED INCOME (TAX)							
723	PIMCO ENHANCED SHORT MATURITY EXCHANGE-TRADED FUND	73,370.04 101.480	5.60 %	73,431.93	61.89-	784	1.07

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MILLS MEMORIAL FOUNDATION - TRUSTEE
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LIST OF ASSETS

AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO TOTAL		1,291,205.88	98.51 %	1,176,317.60	114,888.28	28,542	2.21

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MILLS MEMORIAL FOUNDATION - TRUSTEE
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LIST OF ASSETS

AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
INCOME PORTFOLIO							
	INCOME CASH	19,471.69	1.49 %	19,471.69			
TOTAL ASSETS		1,310,677.57	100.00 %	1,195,789.29	114,888.28	28,542	2.18