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Form 990-PF

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Department of the Treasury
Internal Revenue Service

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 J J MILLER FOUNDATION		A Employer identification number 57-6055700			
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		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 type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 910,084 (Part I, column (d) must be on cash basis)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	22,906	22,548		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	3,292			
	b Gross sales price for all assets on line 6a	322,047			
	7 Capital gain net income (from Part IV, line 2)		3,292		
	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	26,198	25,840	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,812	10,734		5,078
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,442			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,722	247		
	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.	18,976	10,981	0	6,520
Add lines 13 through 23					
25 Contributions, gifts, grants paid	33,500			33,500	
26 Total expenses and disbursements. Add lines 24 and 25	52,476	10,981	0	40,020	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-26,278				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)		14,859			

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
Assets	1	Cash—non-interest-bearing	865	1,581
	2	Savings and temporary cash investments	36,902	39,370
	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)		
Liabilities	11	Investments—land, buildings, and equipment basis ►		
		Less accumulated depreciation (attach schedule) ►		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	863,048	831,575
	14	Land, buildings, and equipment basis ►		
Net Assets or Fund Balances		Less accumulated depreciation (attach schedule) ►		
	15	Other assets (describe ►)		
Part III Analysis of Changes in Net Assets or Fund Balances	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	900,815	872,526
	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 ►)	0	0
	23	Total liabilities (add lines 17 through 22)		
		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	900,815	872,526
	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)	900,815	872,526
	31	Total liabilities and net assets/fund balances (see instructions)	900,815	872,526

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	900,815
2	Enter amount from Part I, line 27a	2	-26,278
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	1,251
4	Add lines 1, 2, and 3	4	875,788
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	3,262
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	872,526

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		(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) 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	3,292
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	37,158	902,888	0 041155
2010	36,071	837,974	0 043045
2009	33,500	722,486	0 046368
2008	45,377	902,389	0 050285
2007	53,069	1,094,277	0 048497

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

2	0 229350
3	0 045870
4	887,250
5	40,698
6	149
7	40,847
8	40,020

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 ► and enter "N/A" on line 1

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

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

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 899

b Exempt foreign organizations—tax withheld at source

6b

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

6c

d Backup withholding erroneously withheld

6d

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

7 899

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 0

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

10 602

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

297

Refunded

11 305

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

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?

2 X

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

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

3 X

4 a 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 N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

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

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

6 X

• By language in the governing instrument, or

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

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

7 X

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

8b X

SC

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 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

10 X

10 Did any persons become substantial contributors during the tax year? 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? 16 Yes No

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.

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

1b 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

1c 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 ► 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? 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 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"/> Yes <input checked="" type="checkbox"/> No	► <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? <i>If "Yes," attach the statement required by Regulations section 53 4945–5(d)</i>	N/A	<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		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4 00	14,312		
STEPHEN R STEINBURG 307 BERMUDA TOWN ROW MOUNT PLEASA	DIRECTOR 00	500		
SONIA C CHERRY 101 COOPER DR SANTEE, SC 29142	DIRECTOR 00	500		
SUE DANIELS PO BOX 682 ELLOREE, SC 29047	DIRECTOR 00	500		

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

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

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 865,185
b	Average of monthly cash balances	1b 35,576
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 900,761
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	3 900,761
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 13,511
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 887,250
6	Minimum investment return. Enter 5% of line 5	6 44,363

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 44,363
2a	Tax on investment income for 2012 from Part VI, line 5	2a 297
b	Income tax for 2012 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 297
3	Distributable amount before adjustments Subtract line 2c from line 1	3 44,066
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 44,066
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 44,066

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a 40,020
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 40,020
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 40,020
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				44,066
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 ____, 20 ____, 20 ____			11,422	
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 ► \$ 40,020				
a Applied to 2011, but not more than line 2a			11,422	
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				28,598
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			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b	0			
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			15,468
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)**N/A**

1 a	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				<input type="checkbox"/> 4942(j)(3) or		<input type="checkbox"/> 4942(j)(5)
2 a	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				0		
c	Qualifying distributions from Part XII, line 4 for each year listed				0		
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0		
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0		
3	Complete 3a, b, or c for the alternative test relied upon				0		
a	"Assets" alternative test—enter						
(1)	Value of all assets				0		
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0		
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0		
c	"Support" alternative test—enter				0		
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0		
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				0		
(3)	Largest amount of support from an exempt organization				0		
(4)	Gross investment income				0		

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

DAVID M MILLER ONE WEST FOURTH STREET, 2ND FLOOR WINSTON-SALEM, NC 27101 336-7478182

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

CONTACT TRUST OFFICER FOR LIMITS, DEADLINES AND APPLICATION

c Any submission deadlines

CONTACT TRUST OFFICER FOR LIMITS, DEADLINES AND APPLICATION

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

CONTACT TRUST OFFICER FOR LIMITS, DEADLINES AND APPLICATION

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 33,500
b Approved for future payment NONE				
Total				► 3b 0

J J MILLER FOUNDATION

57-6055700 Page 1 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

ADDLESTONE HEBREW ACADEMY

Street

1639 WALLENBERG BLVD

City	State	Zip Code	Foreign Country
CHARLESTON	SC	29407	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,000

Name

CHABAD OF MYRTLE BEACH

Street

2803 N OAK ST

City	State	Zip Code	Foreign Country
MYRTLE BEACH	SC	29577	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	1,500

Name

COLUMBIA JEWISH DAY SCHOOL

Street

5827 N TRENHOLM RD

City	State	Zip Code	Foreign Country
COLUMBIA	SC	29206	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,000

Name

COLLEGE OF CHARLESTON HOLOCAUST ARCHIVE

Street

66 GEORGE ST

City	State	Zip Code	Foreign Country
CHARLESTON	SC	29424	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	3,500

Name

CONGREGATION OF TEMPLE SINAI

Street

226 WATERFORD PARKWAY

City	State	Zip Code	Foreign Country
ORANGEBURG	SC	29118	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,000

Name

RAMBAM DAY SCHOOL

Street

511 ABERCORN ST

City	State	Zip Code	Foreign Country
SAVANAH	GA	31405	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,125

J J MILLER FOUNDATION

57-6055700 Page 2 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

SOUTH CAROLINA HISTORICAL SOCIETY

Street

100 MEETING ST

City CHARLESTON	State SC	Zip Code 29401	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,500
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Name

ELLOREE FIRST BAPTIST CHURCH

Street

6208 OLD NUMBER SIX HWY

City ELLOREE	State SC	Zip Code 29047	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
---	------------------------

Name

ELLOREE HERITAGE MUSEUM

Street

2714 CLEVELAND ST

City ELLOREE	State SC	Zip Code 29047	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,125
---	------------------------

Name

ELLOREE UNITED METHODIST CHURCH

Street

PO DRAWER

City ELLOREE	State SC	Zip Code 29047	Foreign Country
------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
---	------------------------

Name

ST MATTHEWS K-8 NEW SCHOOL

Street

135 SAINTS AVE

City ST MATTHEWS	State SC	Zip Code 29135	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,500
---	------------------------

Name

HOPE LUTHERAN CHURCH OUTREACH

Street

1400 KENNERLY ROAD

City IRMO	State SC	Zip Code 29063	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
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J J MILLER FOUNDATION

57-6055700 Page 3 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

TOWN OF ELLOREE

Street

2719 CLEVELAND ST

City ELLOREE	State SC	Zip Code 29047	Foreign Country
------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,125
---	------------------------

Name

LAKE MARION CHRISTIAN FELLOWSHIP

Street

2224 STATE PARK ROAD

City SANTEE	State SC	Zip Code 29142	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
---	------------------------

Name

PINE GROVE LUTHERAN CHURCH

Street

1639 RAOUL WALLENBERG BLVD

City CHARLESTON	State SC	Zip Code 29407	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
-----------------------------	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
---	------------------------

Name

ORANGEBURG-CALHOUN TECHNICAL COLLEGE

Street

3250 ST MATTHEWS ROAD

City ORANGEBURG	State SC	Zip Code 29118	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
-----------------------------	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,000
---	------------------------

Name

NEW FAITH COMMUNITY CHURCH

Street

5000 HOLOPAW ROAD

City SAINT CLOUD	State FL	Zip Code 34773	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
---	------------------------

Name

UNION AME CHURCH-FELLOWSHIP BAPTIST

Street

9112 OLD NUMBER SIX HWY

City SANTEE	State SC	Zip Code 29142	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
-----------------------------	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
---	------------------------

J J MILLER 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**

JERUSALEM UNITED METHODIST CHURCH

Street

501 BARKLEY STREET

City ELLOREE	State SC	Zip Code 29047	Foreign Country
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Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

RELIGIOUS SCHOOL OF SYNAGOGUE

Street

5 WINDSOR DRIVE

City CHARLESTON	State SC	Zip Code 29407	Foreign Country
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Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,125

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
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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**

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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		26,198	0
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)				13	26,198

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

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

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

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

**Sign
Here**

John P. Silante SVP Wells Fargo Bank N.A.

4/17/2013

► SVP Wells Fargo Bank N A

Signature of officer or trustee

Dat

Title

Signature of officer or trustee		Date	Date		
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		4/17/2013	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		

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	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss			
														Capital Gain/Losses Other Sales	Totals	
														0	3,292	
1	X	ARTISAN INTERNATIONAL FU	04314H204		12/28/2011		2/10/2012	1,020	1,020	1,035			0	0	0	
2	X	ARTISAN INTERNATIONAL FU	04314H204		12/28/2011		8/18/2012	6,919	6,690	6,690			0	-	269	
3	X	ARTISAN INTERNATIONAL FU	04314H204		4/10/2012		8/21/2012	1,202	1,145	1,145			0	-	57	
4	X	ARTISAN MID CAP FUNDINS	04314H205		8/12/2011		8/18/2012	1,066	1,072	1,072			0	-	2	
5	X	CREDIT SUISSE COMM RT ST	22544R305		8/12/2011		8/18/2012	1,627	1,793	1,793			0	-	186	
6	X	CREDIT SUISSE COMM RT ST	22544R305		8/12/2011		8/21/2012	1,336	1,455	1,455			0	-	119	
7	X	DIAMOND HILL LONG SHORT	255845933		8/10/2012		8/21/2012	898	894	894			0	-	4	
8	X	DODGE & COX INTL STOCK F	256208103		1/11/2007		8/8/2012	6,640	9,058	9,058			0	-	2,448	
9	X	DODGE & COX INTL STOCK F	256208103		11/11/2007		8/21/2012	1,634	2,197	2,197			0	-	563	
10	X	DODGE & COX INTL STOCK F	256208103		11/11/2007		11/19/2012	917	1,296	1,296			0	-	269	
11	X	DODGE & COX INCOME FD CO	256210105		10/12/2010		2/10/2012	23,205	22,915	22,915			0	-	290	
12	X	DODGE & COX INCOME FD CO	256210105		5/10/2012		8/8/2012	11,344	11,270	11,270			0	-	74	
13	X	DODGE & COX INCOME FD CO	256210105		10/12/2010		8/8/2012	893	874	874			0	-	22	
14	X	DODGE & COX INCOME FD CO	256210105		10/12/2010		8/21/2012	894	874	874			0	-	20	
15	X	PIMCO TOTAL RET FD-INST 3	693390700		4/28/2011		11/19/2012	2,023	1,951	1,951			0	-	72	
16	-	PIMCO TOTAL RET FD-INST 3	693390700		12/28/2011		2/10/2012	8,896	8,824	8,824			0	-	72	
17	X	PIMCO TOTAL RET FD-INST 3	693390700		8/10/2012		8/21/2012	13,824	13,512	13,512			0	-	312	
18	X	PIMCO TOTAL RET FD-INST 3	693390700		8/10/2012		8/21/2012	1,184	1,190	1,190			0	-	6	
19	X	PIMCO FOREIGN BD FD USD	693390882		8/12/2011		8/8/2012	8,066	7,738	7,738			0	-	328	
20	X	RIDGEWORTH SEXIY BD-1	769287645		4/29/2011		11/19/2012	1,022	954	954			0	-	68	
21	X	RIDGEWORTH SEXIY BD-1	769287645		12/28/2011		8/6/2012	1,036	1,132	1,132			0	-	38	
22	X	RIDGEWORTH SEXIY BD-1	769287645		12/28/2011		8/6/2012	84	86	86			0	-	2	
23	X	RIDGEWORTH SEXIY BD-1	769287645		12/28/2011		8/21/2012	885	901	901			0	-	16	
24	X	RIDGEWORTH SEXIY BD-1	769287645		12/28/2011		5/6/2012	4,305	4,344	4,344			0	-	39	
25	X	T ROWE PRICE SHORT TERM	7795787105		2/14/2012		5/6/2012	23,469	23,421	23,421			0	-	48	
26	X	T ROWE PRICE SHORT TERM	7795787105		2/14/2012		5/6/2012	20,714	20,672	20,672			0	-	42	
27	X	T ROWE PRICE SHORT TERM	7795787105		2/14/2012		5/6/2012	4,501	4,492	4,492			0	-	9	
28	X	SPDR DJ WILSHIRE INTERNA	784633983		4/29/2011		11/19/2012	2,132	2,283	2,283			0	-	151	
29	X	SPDR DJ WILSHIRE INTERNA	784633983		4/29/2011		11/19/2012	80	83	83			0	-	3	
30	X	SPDR DJ WILSHIRE INTERNA	784633983		4/29/2011		11/19/2012	1,609	1,646	1,646			0	-	37	
31	X	DODGE & COX INCOME FD CO	256210105		4/28/2011		11/19/2012	16,058	15,471	15,471			0	-	587	
32	X	JP MORGAN MID CAP VALUE	339128100		12/28/2011		2/10/2012	2,043	1,907	1,907			0	-	138	
33	X	JP MORGAN MID CAP VALUE	339128100		12/28/2011		5/6/2012	2,388	2,142	2,142			0	-	246	
34	X	JP MORGAN MID CAP VALUE	339128100		12/28/2011		8/6/2012	1,287	1,130	1,130			0	-	167	
35	X	GATEWAY FUND-Y 1986	367825884		12/28/2011		8/21/2012	899	905	905			0	-	122	
36	X	GOLDMAN SACHS GRTH OPP	38142Y401		12/28/2011		8/21/2012	982	977	977			0	-	1	
37	X	GOLDMAN SACHS GRTH OPP	38142Y401		12/28/2011		4/10/2012	10,748	10,511	10,511			0	-	5	
38	X	GOLDMAN SACHS GRTH OPP	38142Y401		12/28/2011		4/10/2012	6,774	6,681	6,681			0	-	235	
39	X	GOLDMAN SACHS GRTH OPP	38142Y401		12/28/2011		4/10/2012	6,782	6,053	6,053			0	-	93	
40	X	GOLDMAN SACHS GRTH OPP	38142Y401		8/12/2011		4/10/2012	1,806	1,477	1,477			0	-	729	
41	X	HARBOR CAPITAL APRCTN	411511504		10/12/2010		8/21/2012	334	331	331			0	-	329	
42	X	HARBOR CAPITAL APRCTN	411511504		8/10/2012		8/21/2012	821/2012	1,348	1,478	1,478			0	-	3
43	X	ISHARES S & P 500 INDEX FU	464287200		10/12/2010		5/8/2012	11,052	12,472	12,472			0	-	310	
44	X	HUSSMAN STRATEGIC GROW	448108100		4/28/2011		8/8/2012	981	1,046	1,046			0	-	587	
45	X	HUSSMAN STRATEGIC GROW	448108100		2/14/2012		8/8/2012	3,640	3,885	3,885			0	-	138	
46	X	HUSSMAN STRATEGIC GROW	448108100		12/28/2011		8/8/2012	892/2012	85	92	92			0	-	138
47	X	HUSSMAN STRATEGIC GROW	448108100		12/28/2011		2/10/2012	1,749	1,698	1,698			0	-	138	
48	X	ISHARES S & P 500 INDEX FU	464287200		12/28/2011		5/8/2012	13,469	12,913	12,913			0	-	566	
49	X	ISHARES S & P 500 INDEX FU	464287200		8/8/2012		8/21/2012	1,279	1,266	1,266			0	-	13	
50	X	KEELEY SMALL CAP VAL FD Q	487300808		1/28/2012		2/10/2012	2,010	1,953	1,953			0	-	57	
51	X	KEELEY SMALL CAP VAL FD Q	487300808		1/28/2012		8/8/2012	1,034	1,002	1,002			0	-	32	
52	X	KEELEY SMALL CAP VAL FD Q	487300808		1/28/2012		8/8/2012	898/2012	1,034	1,002	1,002			0	-	32
53	X	AUDIS MONDRIAN INTL F-1	518550655		2/14/2012		8/8/2012	2,152	2,120	2,120			0	-	62	
54	X	AUDIS MONDRIAN INTL F-1	518550655		5/10/2012		8/8/2012	5,552	5,369	5,369			0	-	183	
55	X	AMFS VALUE FUND-CLASS I	5159833694		5/10/2012		8/8/2012	1,701	1,653	1,653			0	-	48	
56	X	AMFS VALUE FUND-CLASS I	5159833694		5/10/2012		8/21/2012	251	242	242			0	-	69	
57	X	AMFS VALUE FUND-CLASS I	5159833694		12/17/2010		2/10/2012	1,909	1,233	1,233			0	-	9	
58	X	AMFS VALUE FUND-CLASS I	5159833694		12/17/2010		2/10/2012	1,909	1,233	1,233			0	-	103	
59	X	MAINSTAY EP US EQUITY-INS	560631302		12/17/2010		2/10/2012	11,997	11,993	11,993			0	-	167	
60	X	MAINSTAY EP US EQUITY-INS	560631302		12/17/2010		5/8/2012	1,150	1,117	1,117			0	-	304	
61	X	MAINSTAY EP US EQUITY-INS	560631302		12/17/2010		8/8/2012	13,416	12,723	12,723			0	-	692	
62	X	MERGER FD SHEN INT 200	568509108		12/17/2010		8/8/2012	3,740	905	905			0	-	38	
63	X	OPPENHEIMER DEVELOPING	683974505		12/17/2010		2/10/2012	1,501	1,484	1,484			0	-	17	
64	X	TOW SMALL CAP GROWTH FU	87234N849		12/17/2010		8/21/2012	3,195	3,638	3,638			0	-	43	
65	X	TOW SMALL CAP GROWTH FU	87234N849		12/17/2010		11/19/2012	5,021	5,958	5,958			0	-	135	
66	X	TOW SMALL CAP GROWTH FU	87234N849		12/17/2010		11/19/2012	5,021	5,958	5,958			0	-	135	

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	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss		
													Capital Gains/Losses		
													Other Sales	0	
													Totals		
69	X	TCW SMALL CAP GROWTH FUND	87234NB49		1/28/2011		11/19/2012	5,020	5,680				0	0	
70	X	TCW SMALL CAP GROWTH FUND	87234NB49		1/28/2011		12/19/2012	4,565	4,920				0	0	-355
71	X	TCW SMALL CAP GROWTH FUND	87234NB49		8/12/2011		12/19/2012	7,291	7,098				0	0	199
72	X	TCW SMALL CAP GROWTH FUND	87234NB49		12/6/2010		12/19/2012	707	759				0	0	-52
73	X	VANGUARD (MSCI) EMERGING	922042858		1/26/2011		8/21/2012	906	1,049				144	1	
74	X	VANGUARD REIT VIPER	922908553		1/26/2011		2/10/2012	3,597	3,279				0	0	
75	X	VANGUARD REIT VIPER	922908553		1/26/2011		8/8/2012	1,910	1,608				0	0	302

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	1,442			1,442

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

		1,722	247	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	247	247		
2	PY EXCISE TAX DUE	576			
3	ESTIMATED EXCISE PAYMENTS	899			

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

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	863,048	831,575	869,134
	Asset Description						FMV End of Year
1	ARTISAN INTERNATIONAL FUND 661		0	39,961		45,784	
2	DODGE & COX INCOME FD COM 147		0	41,742		43,479	
3	HARBOR CAPITAL APRCTN-INST 2012		0	47,467		59,571	
4	MERGER FD SH BEN INT 260		0	13,569		13,470	
5	PIMCO TOTAL RET FD-INST 35		0	123,105		124,533	
6	PIMCO FOREIGN BD FD USD H-INST 103		0	16,706		17,005	
7	ARTISAN MID CAP FUND-INSTL 1333		0	26,224		25,816	
8	ISHARES RUSSELL 2000 GROWTH		0	23,762		24,495	
9	ISHARES S & P 500 INDEX FUND		0	30,293		33,352	
10	LAUDUS MONDRIAN INT'L FI-INST 2940		0	17,749		17,904	
11	DODGE & COX INT'L STOCK FD 1048		0	51,150		45,709	
12	MFS VALUE FUND-CLASS I 893		0	40,295		43,657	
13	JP MORGAN MID CAP VALUE-I 758		0	18,104		21,847	
14	HUSSMAN STRATEGIC GROWTH FUND 60		0	19,508		17,295	
15	VANGUARD REIT VIPER		0	26,375		32,439	
16	VANGUARD EMERGING MARKETS ETF		0	30,931		30,592	
17	OPPENHEIMER DEVELOPING MKT-Y 788		0	29,568		30,609	
18	SPDR DJ WILSHIRE INTERNATIONAL REA		0	30,656		31,798	
19	DIAMOND HILL LONG-SHORT FD CL I 11		0	20,248		22,385	
20	RIDGEWORTH SEIX HY BD-I 5855		0	39,813		41,217	
21	GATEWAY FUND - Y 1986		0	21,615		21,379	
22	CREDIT SUISSE COMM RT ST-CO 2156		0	47,371		42,714	
23	KEELEY SMALL CAP VAL FD CL I 2251		0	21,814		25,951	
24	DREYFUS EMG MKT DEBT LOC C-I 6083		0	40,037		42,283	
25	DRIEHHAUS ACTIVE INCOME FUND		0	13,512		13,850	

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	433
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	818
3	Total	3	1,251

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	2,886
2	PY RETURN OF CAPITAL ADJUSTMENT	2	376
3	Total	3	3,262

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

Amount	Long Term CG Distributions*		31.115		318,932		0		262		Cost of Other Basis as of 12/31/69		177		0	
	Long Term CG Distributions*	Short Term CG Distributions*	How Acquired	Date Acquired	Date Sold	Gross Sales Price	1,020	Depreciation Allocated	Adjustments	0	F.M.V. as of 12/31/69	Gain or Loss	-15	0	0	0
1 ARTISAN INTERNATIONAL FUND 661	04314H204	—	128/2/2011	8/8/2012	—	6,919	—	—	0	9,550	—	269	0	0	0	0
2 ARTISAN INTERNATIONAL FUND 661	04314H204	—	128/2/2011	8/21/2012	—	1,202	—	—	0	1,145	—	57	0	0	0	0
3 ARTISAN MID CAP FUNDS 1333	04314H204	—	4/10/2012	8/21/2012	—	1,086	—	—	4	1,072	—	166	0	0	0	0
4 CREDIT SUISSE COMM'T ST-CO 2156	80122011	—	8/12/2011	8/8/2012	—	1,627	—	—	0	1,783	—	119	0	0	0	0
5 CREDIT SUISSE COMM'T ST-CO 2156	80122011	—	8/12/2011	8/21/2012	—	1,336	—	—	0	1,455	—	119	0	0	0	0
6 CREDIT SUISSE COMM'T ST-CO 2156	80122011	—	8/12/2011	8/21/2012	—	898	—	—	0	894	—	4	0	0	0	0
7 DIAMOND HILL LONG-SHORT FD CL	255208583	—	8/12/2012	8/21/2012	—	—	—	—	0	9,988	—	2,448	0	0	0	0
8 DODGE & COX INT'L STOCK FD 1048	255208105	—	11/12/2007	8/21/2012	—	6,840	—	—	0	2,197	—	563	0	0	0	0
9 DODGE & COX INT'L STOCK FD 1048	255208103	—	10/12/2007	8/21/2012	—	1,208	—	—	0	—	—	289	0	0	0	0
10 DODGE & COX INCOME FD 147	255201015	—	10/12/2010	8/21/2012	—	23,205	—	—	0	22,815	—	280	0	0	0	0
11 DODGE & COX INCOME FD 147	255201015	—	5/10/2012	8/8/2012	—	11,344	—	—	0	11,270	—	74	0	0	0	0
12 DODGE & COX INCOME FD 147	255201015	—	10/12/2010	8/21/2012	—	893	—	—	0	871	—	22	0	0	0	0
13 DODGE & COX INCOME FD 147	255201015	—	10/12/2010	8/21/2012	—	894	—	—	0	871	—	20	0	0	0	0
14 DODGE & COX INCOME FD 147	255201015	—	11/18/2012	8/21/2012	—	2,023	—	—	0	1,951	—	72	0	0	0	0
15 DODGE & COX INCOME FD 147	255201015	—	10/12/2010	8/21/2012	—	8,898	—	—	0	8,824	—	72	0	0	0	0
16 PIMCO TOTAL RET-FD INST 35	683369700	—	4/8/2011	2/10/2012	—	—	—	—	0	13,312	—	312	0	0	0	0
17 PIMCO TOTAL RET-FD INST 35	683369700	—	11/12/2011	8/21/2012	—	917	—	—	0	1,190	—	4	0	0	0	0
18 PIMCO FOREIGN BD USD H-INST 10	693369882	—	8/12/2011	8/8/2012	—	8,086	—	—	0	—	—	328	0	0	0	0
19 PIMCO FOREIGN BD USD H-INST 10	693369882	—	8/12/2011	11/19/2012	—	1,022	—	—	0	954	—	68	0	0	0	0
20 PIMCO FOREIGN BD USD H-INST 10	693369882	—	4/28/2011	8/21/2012	—	1,198	—	—	0	1,132	—	36	0	0	0	0
21 RIDGEWORTH SEXY HY BD-1	768281845	—	128/2/2011	8/8/2012	—	—	—	—	0	86	—	2	0	0	0	0
22 RIDGEWORTH SEXY HY BD-1	768281845	—	128/2/2011	8/8/2012	—	84	—	—	0	—	—	16	0	0	0	0
23 RIDGEWORTH SEXY HY BD-1	768281845	—	128/2/2011	8/8/2012	—	13,624	—	—	0	—	—	37	0	0	0	0
24 RIDGEWORTH SEXY HY BD-1	768281845	—	128/2/2011	8/8/2012	—	1,184	—	—	0	—	—	39	0	0	0	0
25 T ROWE PRICE SHORT TERM BD FD 547551P105	255201015	—	2/14/2011	11/19/2012	—	23,469	—	—	0	23,212	—	48	0	0	0	0
26 T ROWE PRICE SHORT TERM BD FD 547551P105	255201015	—	5/8/2012	8/8/2012	—	20,714	—	—	0	20,712	—	42	0	0	0	0
27 T ROWE PRICE SHORT TERM BD FD 547551P105	255201015	—	2/14/2012	11/19/2012	—	4,501	—	—	0	4,492	—	9	0	0	0	0
28 SPDR DJ WILSHIRE INTERNATIONAL R78452X863	478281845	—	4/29/2011	8/8/2012	—	—	—	—	0	—	—	151	0	0	0	0
29 SPDR DJ WILSHIRE INTERNATIONAL R78452X863	478281845	—	4/29/2011	11/19/2012	—	80	—	—	0	83	—	3	0	0	0	0
30 SPDR DJ WILSHIRE INTERNATIONAL R78452X863	478281845	—	4/28/2011	11/19/2012	—	16,058	—	—	0	16,846	—	37	0	0	0	0
31 DODGE & COX INCOME FD 147	255201015	—	4/28/2011	11/19/2012	—	16,058	—	—	0	16,846	—	587	0	0	0	0
32 JP MORGAN MID CAP VALUE-758	339128100	—	128/2/2011	8/8/2012	—	2,043	—	—	0	1,901	—	138	0	0	0	0
33 JP MORGAN MID CAP VALUE-758	339128100	—	128/2/2011	8/8/2012	—	2,388	—	—	0	2,142	—	286	0	0	0	0
34 JP MORGAN MID CAP VALUE-758	339128100	—	128/2/2011	8/8/2012	—	1,297	—	—	0	1,130	—	167	0	0	0	0
35 JP MORGAN MID CAP VALUE-758	339128100	—	4/28/2011	8/8/2012	—	—	—	—	0	777	—	122	0	0	0	0
36 GATEWAY MUND-Y 1886	367828684	—	8/10/2012	8/21/2012	—	909	—	—	0	905	—	1	0	0	0	0
37 GOLDMAN SACHS GRTH OPP FD-1	113338427Y401	—	128/2/2011	8/21/2012	—	982	—	—	0	977	—	5	0	0	0	0
38 GOLDMAN SACHS GRTH OPP FD-1	113338427Y401	—	12/17/2010	4/7/2012	—	10,748	—	—	0	10,511	—	235	0	0	0	0
39 GOLDMAN SACHS GRTH OPP FD-1	113338427Y401	—	128/2/2011	4/7/2012	—	6,774	—	—	0	6,681	—	93	0	0	0	0
40 GOLDMAN SACHS GRTH OPP FD-1	113338427Y401	—	8/10/2011	4/7/2012	—	6,782	—	—	0	6,053	—	729	0	0	0	0
41 HARBOR CAPITAL APCTN-INST 201	411511504	—	10/12/2010	2/10/2012	—	1,808	—	—	0	1,477	—	329	0	0	0	0
42 HARBOR CAPITAL APCTN-INST 201	411511504	—	8/10/2012	8/21/2012	—	334	—	—	0	331	—	3	0	0	0	0
43 HARBOR CAPITAL APCTN-INST 201	411511504	—	10/12/2010	8/21/2012	—	10,748	—	—	0	10,511	—	370	0	0	0	0
44 HUSSMAN STRATEGIC GROWTH FUND	448108100	—	4/28/2010	8/8/2012	—	11,052	—	—	0	12,172	—	-1,420	0	0	0	0
45 HUSSMAN STRATEGIC GROWTH FUND	448108100	—	2/14/2012	8/8/2012	—	3,840	—	—	0	1,048	—	-35	0	0	0	0
46 HUSSMAN STRATEGIC GROWTH FUND	448108100	—	10/8/2011	8/8/2012	—	85	—	—	0	3,885	—	-245	0	0	0	0
47 SHARES S & P 500 INDEX FUND	484281700	—	128/2/2011	8/8/2012	—	1,749	—	—	0	1,696	—	53	0	0	0	0
48 SHARES S & P 500 INDEX FUND	484281700	—	4/28/2011	8/8/2012	—	13,469	—	—	0	12,913	—	556	0	0	0	0
49 KEELEY SMALL CAP VAL FD CL 2251	487300508	—	128/2/2011	2/10/2012	—	1,279	—	—	0	—	—	13	0	0	0	0
50 KEELEY SMALL CAP VAL FD CL 2251	487300508	—	128/2/2011	2/10/2012	—	2,010	—	—	0	1,953	—	57	0	0	0	0
51 KEELEY SMALL CAP VAL FD CL 2251	487300508	—	128/2/2011	8/8/2012	—	1,034	—	—	0	1,002	—	32	0	0	0	0
52 KEELEY SMALL CAP VAL FD CL 2251	487300508	—	128/2/2011	8/8/2012	—	1,284	—	—	0	1,202	—	62	0	0	0	0
53 KEELEY SMALL CAP VAL FD CL 2251	487300508	—	128/2/2011	8/8/2012	—	1,284	—	—	0	1,202	—	62	0	0	0	0
54 LAUDIS MORNIN INT'L F-INST 840	51055Q855	—	2/14/2012	8/8/2012	—	2,152	—	—	0	2,130	—	22	0	0	0	0
55 LAUDIS MORNIN INT'L F-INST 840	51055Q855	—	2/10/2012	8/8/2012	—	5,552	—	—	0	5,389	—	183	0	0	0	0
56 MFS VALUE FUND-CLASS 893	552863894	—	5/6/2012	8/8/2012	—	1,701	—	—	0	1,653	—	48	0	0	0	0
57 MFS VALUE FUND-CLASS 893	552863894	—	5/10/2012	8/8/2012	—	251	—	—	0	—	—	9	0	0	0	0
58 MFS VALUE FUND-CLASS 893	552863894	—	128/2/2011	8/8/2012	—	1,338	—	—	0	—	—	103	0	0	0	0
59 MAINSTAY EP'S EQUITY-INS 2124	569813092	—	4/28/2011	2/10/2012	—	1,309	—	—	0	1,275	—	107	0	0	0	0
60 MAINSTAY EP'S EQUITY-INS 2124	569813092	—	12/17/2010	8/8/2012	—	1,315	—	—	0	1,275	—	107	0	0	0	0
61 MAINSTAY EP'S EQUITY-INS 2124	569813092	—	12/17/2010	8/8/2012	—	11,897	—	—	0	1,020	—	167	0	0	0	0
62 MAINSTAY EP'S EQUITY-INS 2124	569813092	—	12/17/2010	8/8/2012	—	1,150	—	—	0	1,150	—	304	0	0	0	0
63 MERGER FUND BENIT 260	568813091	—	12/17/2010	8/8/2012	—	5,552	—	—	0	—	—	0	0	0	0	0
64 OPPENHEIMER DEVELOPING MKT-Y 7	683192405	—	12/17/2010	8/8/2012	—	1,701	—	—	0	—	—	0	0	0	0	0
65 TCM SMALL CAP GROWTH FUND-1	672175234N849	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
66 TCM SMALL CAP GROWTH FUND-1	672175234N849	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
67 TCM SMALL CAP GROWTH FUND-1	672175234N849	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
68 TCM SMALL CAP GROWTH FUND-1	672175234N849	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
69 TCM SMALL CAP GROWTH FUND-1	672175234N849	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
70 TCM SMALL CAP GROWTH FUND-1	672175234N849	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
71 TCM SMALL CAP GROWTH FUND-1	672175234N849	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
72 TCM SMALL CAP GROWTH FUND-1	672175234N849	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
73 VANGUARD MSCI EMERGING MARKETS	932042858	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
74 VANGUARD RET VPER	932042853	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
75 VANGUARD RET VPER	932042853	—	12/17/2010	8/8/2012	—	1,926	—	—	0	1,926	—	1,926	0	0	0	0
76 VANGUARD RET VPER	932042853	—	12/17/2010	8/8/2012												

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	225
3 Second quarter estimated tax payment	3	225
4 Third quarter estimated tax payment	4	225
5 Fourth quarter estimated tax payment	5	224
6 Other payments	6	0
7 Total	7	899

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax Q	X	101N Independence Mall E MACY1374Philadelphia		PA	19106-2112		TRUSTEE	4.00	14,312	0	0
2	STEPHEN R STEINBURG		307 BERMUDA TOWN ROW	MOUNT PLEASANT	SC	29484		DIRECTOR	0.00	500		
3	SONIA C CHERRY		101 COOPER DR	SANTEE	SC	29142		DIRECTOR	0.00	500		
4	SUE DANIELS		PO BOX 682	ELLOREE	SC	29047		DIRECTOR	0.00	500		

15,812

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	11,422
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	11,422

Statement A

J J Miller Foundation

EIN: 57-6055700

South Carolina Attorney General does not require and prefers that we do not furnish a copy of Form 990-PF to their office