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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation 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) Room/suite 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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 910,084	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	22,906	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			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. Add lines 13 through 23	18,976	10,981	0	6,520
	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-)		14,859			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

B

Form 990-PF (2012) J J MILLER FOUNDATION

57-6055700 Page 2

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	865	1,581	1,581
	2 Savings and temporary cash investments	36,902	39,370	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)			
	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	869,134
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
Liabilities	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	900,815	872,526	910,085
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
Net Assets or Fund Balances	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	
Net Assets or Fund Balances	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) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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)	2	0.229350
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	0.045870
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	887,250
5 Multiply line 4 by line 3	5	40,698
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	149
7 Add lines 5 and 6	7	40,847
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	297
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2	3	297
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	297
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 <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	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 305	11	305

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) 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? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WELLS FARGO BANK N.A.</u> Telephone no ► <u>888-730-4933</u> Located at ► <u>101N Independence Mall E MACY 1372-062 Philadelphia PA</u> ZIP+4 ► <u>19106-2112</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b** N/A**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A	Trustee			
101N Independence Mall E MACY1372-062 Phila	4 00	14,312		
STEPHEN R STEINBURG	DIRECTOR			
307 BERMUDA TOWN ROW MOUNT PLEASA	00	500		
SONIA C CHERRY	DIRECTOR			
101 COOPER DR SANTEE, SC 29142	00	500		
SUE DANIELS	DIRECTOR			
PO BOX 682 ELLOREE, SC 29047	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		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	40,020
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	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)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	40,020

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			11,422	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>40,020</u>				
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	33,500
b <i>Approved for future payment</i> 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

CHARLESTON

State

SC

Zip Code

29407

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

CHABAD OF MYRTLE BEACH

Street

2803 N OAK ST

City

MYRTLE BEACH

State

SC

Zip Code

29577

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

COLUMBIA JEWISH DAY SCHOOL

Street

5827 N TRENHOLM RD

City

COLUMBIA

State

SC

Zip Code

29206

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

COLLEGE OF CHARLESTON HOLOCAUST ARCHIVE

Street

66 GEORGE ST

City

CHARLESTON

State

SC

Zip Code

29424

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

Name

CONGREGATION OF TEMPLE SINAI

Street

226 WATERFORD PARKWAY

City

ORANGEBURG

State

SC

Zip Code

29118

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

RAMBAM DAY SCHOOL

Street

511 ABERCORN ST

City

SAVANAH

State

GA

Zip Code

31405

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

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**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

ELLOREE FIRST BAPTIST CHURCH

Street

6208 OLD NUMBER SIX HWY

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

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**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

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

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**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

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**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

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

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**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

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**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**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**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

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**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

J J MILLER FOUNDATION

57-6055700 Page 4 of 4

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**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**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****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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			14	22,906	
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	3,292	
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)				13	26,198

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Totals														
Capital Gains/Losses														
Other sales														
Gross Sales														
322,047														
0														
Cost, Other Basis and Expenses														
318,755														
0														
Net Gain or Loss														
3,292														
0														

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ARTISAN INTERNATIONAL FU	04314H204		1/28/2011		2/10/2012	1,020	1,035					-15
2	X	ARTISAN INTERNATIONAL FU	04314H204		1/28/2011		8/8/2012	6,919	6,950					269
3	X	ARTISAN INTERNATIONAL FU	04314H204		1/28/2011		8/21/2012	1,202	1,145					57
4	X	ARTISAN MID CAP FUND-INS	04314H600		4/10/2012		8/21/2012	1,066	1,072					-6
5	X	CREDIT SUISSE COMM RT ST	22544R305		8/12/2011		8/8/2012	1,627	1,793					-166
6	X	CREDIT SUISSE COMM RT ST	22544R305		8/12/2011		8/21/2012	1,336	1,455					-119
7	X	DIAMOND HILL LONG-SHORT	25264R833		8/10/2012		8/21/2012	898	894					4
8	X	DODGE & COX INTL STOCK F	25620B103		1/11/2007		8/8/2012	6,640	9,088					-2,448
9	X	DODGE & COX INTL STOCK F	25620B103		1/11/2007		8/21/2012	1,634	2,197					-563
10	X	DODGE & COX INTL STOCK F	25620B103		1/11/2007		11/19/2012	917	1,206					-289
11	X	DODGE & COX INCOME FD C	256210105		5/10/2012		2/10/2012	23,205	22,915					290
12	X	DODGE & COX INCOME FD C	256210105		5/10/2012		8/8/2012	11,344	11,270					74
13	X	DODGE & COX INCOME FD C	256210105		10/12/2010		8/8/2012	893	871					22
14	X	DODGE & COX INCOME FD C	256210105		10/12/2010		8/21/2012	894	874					20
15	X	DODGE & COX INCOME FD C	256210105		10/12/2010		11/19/2012	2,023	1,951					72
16	X	PIMCO TOTAL RET FD-INST	693390700		4/28/2011		2/10/2012	8,896	8,824					72
17	X	PIMCO TOTAL RET FD-INST	693390700		1/28/2011		2/10/2012	13,824	13,512					312
18	X	PIMCO TOTAL RET FD-INST	693390700		8/10/2012		8/21/2012	1,184	1,190					-6
19	X	PIMCO FOREIGN BD FD USD	693390882		8/12/2011		8/8/2012	8,066	7,738					328
20	X	PIMCO FOREIGN BD FD USD	693390882		4/28/2011		11/19/2012	1,022	954					68
21	X	RIDGEWORTH SEIX HY BD-1	76628T645		1/28/2011		8/8/2012	1,096	1,132					-36
22	X	RIDGEWORTH SEIX HY BD-1	76628T645		1/28/2011		8/21/2012	84	86					-2
23	X	RIDGEWORTH SEIX HY BD-1	76628T645		1/28/2011		11/19/2012	885	901					-16
24	X	RIDGEWORTH SEIX HY BD-1	76628T645		1/28/2011		8/8/2012	4,305	4,344					-39
25	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		5/8/2012	23,469	23,421					48
26	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		8/8/2012	20,714	20,672					42
27	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		11/19/2012	4,501	4,492					9
28	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/29/2011		8/8/2012	2,132	2,283					-151
29	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/29/2011		11/19/2012	80	83					-3
30	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/28/2011		11/19/2012	1,609	1,646					-37
31	X	DODGE & COX INCOME FD C	256210105		4/28/2011		11/19/2012	16,058	15,471					587
32	X	JP MORGAN MID CAP VALUE	339128100		1/28/2011		2/10/2012	2,043	1,907					136
33	X	JP MORGAN MID CAP VALUE	339128100		1/28/2011		5/8/2012	2,388	2,142					246
34	X	JP MORGAN MID CAP VALUE	339128100		1/28/2011		8/8/2012	1,297	1,130					167
35	X	GATEWAY FUND - Y, 1986	367829884		1/28/2011		8/21/2012	899	777					122
36	X	GOLDMAN SACHS GRTH OPP	38142Y401		1/28/2012		8/21/2012	906	905					1
37	X	GOLDMAN SACHS GRTH OPP	38142Y401		1/28/2011		2/10/2012	982	977					5
38	X	GOLDMAN SACHS GRTH OPP	38142Y401		12/17/2010		4/10/2012	10,746	10,511					235
39	X	GOLDMAN SACHS GRTH OPP	38142Y401		1/28/2011		4/10/2012	6,774	6,681					93
40	X	GOLDMAN SACHS GRTH OPP	38142Y401		8/12/2011		4/10/2012	6,782	6,053					729
41	X	HARBOR CAPITAL APRTION	411511504		10/12/2010		2/10/2012	1,806	1,477					329
42	X	HARBOR CAPITAL APRTION	411511504		8/10/2012		8/21/2012	334	331					3
43	X	HARBOR CAPITAL APRTION	411511504		10/12/2010		8/21/2012	1,848	1,478					370
44	X	HUSSMAN STRATEGIC GROW	448108100		12/17/2010		8/8/2012	11,052	12,472					-1,420
45	X	HUSSMAN STRATEGIC GROW	448108100		4/28/2011		8/8/2012	961	1,046					-85
46	X	HUSSMAN STRATEGIC GROW	448108100		2/14/2012		8/8/2012	3,640	3,885					-245
47	X	HUSSMAN STRATEGIC GROW	448108100		1/28/2011		8/8/2012	85	92					-7
48	X	ISHARES S & P 500 INDEX FU	46428T200		1/26/2011		2/10/2012	1,749	1,696					53
49	X	ISHARES S & P 500 INDEX FU	46428T200		1/26/2011		5/8/2012	13,469	12,913					556
50	X	ISHARES S & P 500 INDEX FU	46428T200		8/8/2012		8/21/2012	1,279	1,266					13
51	X	KEELEY SMALL CAP VAL FD C	487300808		1/28/2011		2/10/2012	2,010	1,953					57
52	X	KEELEY SMALL CAP VAL FD C	487300808		1/28/2011		8/8/2012	1,034	1,002					32
53	X	KEELEY SMALL CAP VAL FD C	487300808		1/28/2011		8/21/2012	1,264	1,202					62
54	X	LAUDUS MONDRIAN INTL FHI	51850Q855		2/14/2012		8/8/2012	2,152	2,130					22
55	X	LAUDUS MONDRIAN INTL FHI	51850Q855		12/17/2010		8/8/2012	5,552	5,359					183
56	X	MFS VALUE FUND-CLASS I	552983694		5/10/2012		8/8/2012	1,701	1,653					48
57	X	MFS VALUE FUND-CLASS I	552983694		5/10/2012		8/21/2012	251	242					9
58	X	MFS VALUE FUND-CLASS I	552983694		1/28/2011		8/21/2012	1,336	1,233					103
59	X	MAINSTAY EP US EQUITY-INS	56063J302		4/28/2011		2/10/2012	1,909	2,076					-167
60	X	MAINSTAY EP US EQUITY-INS	56063J302		12/17/2010		2/10/2012	11,997	11,693					304
61	X	MAINSTAY EP US EQUITY-INS	56063J302		12/17/2010		5/8/2012	1,150	1,117					33
62	X	MAINSTAY EP US EQUITY-INS	56063J302		12/17/2010		8/8/2012	13,415	12,723					692
63	X	MERGER FUND SH BEN INT 260	589509108		12/17/2010		8/8/2012	3,702	3,740					-38
64	X	OPPENHEIMER DEVELOPING	683974505		12/17/2010		8/21/2012	905	975					-70
65	X	TCW SMALL CAP GROWTH FU	87234N849		12/17/2010		2/10/2012	1,501	1,484					17
66	X	TCW SMALL CAP GROWTH FU	87234N849		12/17/2010		8/21/2012	1,315	1,397					-82
67	X	TCW SMALL CAP GROWTH FU	87234N849		11/19/2012		11/19/2012	3,195	3,638					-443
68	X	TCW SMALL CAP GROWTH FU	87234N849		5/10/2012		11/19/2012	2,093	2,093					-135

Net Gain or Loss	Net Gain or Loss
0	0
0	0
0	0
0	0
44	44
0	0
0	0

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

		1,442	0	0	1,442
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

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		3.115			0												177
1	ARTISAN INTERNATIONAL FUND 681	04314H204					1/28/2011	2/10/2012	1,020			1,035	-15				-15
2	ARTISAN INTERNATIONAL FUND 681	04314H204					1/28/2011	8/8/2012	6,650			6,650	269				269
3	ARTISAN INTERNATIONAL FUND 681	04314H204					1/28/2011	8/21/2012	1,202			1,145	57				57
4	ARTISAN MID CAP FUNDS 1333	04314H900					4/10/2012	8/21/2012	1,066			1,072	-2				-2
5	CREDIT SUISSE COMM RT ST CO 215622544R305						8/12/2011	8/8/2012	1,627			1,783	-166				-166
6	CREDIT SUISSE COMM RT ST CO 215622544R305						8/12/2011	8/8/2012	1,336			1,455	-119				-119
7	DIAMOND HILL LONG-SHORT FD CL 1	25284S833					8/10/2012	8/21/2012	898			894	4				4
8	DODGE & COX INTL STOCK FD 1048	25620R103					1/1/2007	8/8/2012	6,840			9,088	-2,448				-2,448
9	DODGE & COX INTL STOCK FD 1048	25620R103					1/1/2007	8/21/2012	1,634			2,197	-563				-563
10	DODGE & COX INTL STOCK FD 1048	25620R103					1/1/2007	11/19/2012	917			1,208	-289				-289
11	DODGE & COX INCOME ED COM 147	256210105					10/12/2010	2/10/2012	23,205			22,815	390				390
12	DODGE & COX INCOME ED COM 147	256210105					5/10/2012	8/8/2012	11,344			11,270	74				74
13	DODGE & COX INCOME ED COM 147	256210105					10/12/2010	8/8/2012	893			871	22				22
14	DODGE & COX INCOME ED COM 147	256210105					10/12/2010	8/21/2012	894			874	20				20
15	DODGE & COX INCOME ED COM 147	256210105					10/12/2010	11/19/2012	2,023			1,951	72				72
16	PMCO TOTAL RET FDN-INST 35	693300100					4/28/2011	2/10/2012	8,898			8,824	74				74
17	PMCO TOTAL RET FDN-INST 35	693300100					1/28/2011	2/10/2012	13,624			13,512	312				312
18	PMCO TOTAL RET FDN-INST 35	693300100					1/28/2011	8/21/2012	1,184			1,190	-6				-6
19	PMCO FOREIGN BD FD USD FHNST 10	693300882					8/12/2011	8/8/2012	9,066			7,738	328				328
20	PMCO FOREIGN BD FD USD FHNST 10	693300882					4/28/2011	11/19/2012	1,022			984	38				38
21	RIDGEWORTH SEIX HY BD 1 5855	768281945					1/28/2011	8/8/2012	1,096			1,132	-36				-36
22	RIDGEWORTH SEIX HY BD 1 5855	768281945					1/28/2011	8/21/2012	885			86	-819				-819
23	RIDGEWORTH SEIX HY BD 1 5855	768281945					1/28/2011	8/21/2012	885			901	-16				-16
24	RIDGEWORTH SEIX HY BD 1 5855	768281945					2/14/2012	5/8/2012	4,305			4,344	-39				-39
25	T ROWE PRICE SHORT TERM BD FD 577957P105						2/14/2012	5/8/2012	23,469			23,421	48				48
26	T ROWE PRICE SHORT TERM BD FD 577957P105						2/14/2012	8/8/2012	20,714			20,872	-42				-42
27	T ROWE PRICE SHORT TERM BD FD 577957P105						2/14/2012	11/19/2012	4,501			4,482	9				9
28	SPDR DJ WILSHIRE INTERNATIONAL RT 76463X883						4/29/2011	8/8/2012	2,132			2,283	-151				-151
29	SPDR DJ WILSHIRE INTERNATIONAL RT 76463X883						4/29/2011	11/19/2012	80			83	-3				-3
30	SPDR DJ WILSHIRE INTERNATIONAL RT 76463X883						4/28/2011	11/19/2012	1,609			1,646	-37				-37
31	DODGE & COX INCOME ED COM 147	256210105					4/28/2011	11/19/2012	18,058			15,471	587				587
32	JF MORGAN MID CAP VALUE 1 758	339128100					1/28/2011	2/10/2012	2,043			1,907	136				136
33	JF MORGAN MID CAP VALUE 1 758	339128100					1/28/2011	5/8/2012	2,388			2,142	246				246
34	JF MORGAN MID CAP VALUE 1 758	339128100					1/28/2011	8/8/2012	1,297			1,130	167				167
35	JF MORGAN MID CAP VALUE 1 758	339128100					1/28/2011	8/21/2012	899			777	122				122
36	GATEWAY FUND - Y 1888	387829884					8/10/2012	8/21/2012	906			905	1				1
37	GOLDMAN SACHS GRTH OPP FDI 11338142Y401						1/28/2011	2/10/2012	982			977	5				5
38	GOLDMAN SACHS GRTH OPP FDI 11338142Y401						1/28/2011	4/10/2012	10,746			10,511	235				235
39	GOLDMAN SACHS GRTH OPP FDI 11338142Y401						1/28/2011	4/10/2012	6,774			6,681	93				93
40	GOLDMAN SACHS GRTH OPP FDI 11338142Y401						8/12/2011	2/10/2012	6,782			6,653	729				729
41	HARBOR CAPITAL APRCION-INST 201	411511504					10/12/2010	2/10/2012	1,806			1,477	329				329
42	HARBOR CAPITAL APRCION-INST 201	411511504					10/12/2010	8/21/2012	334			331	3				3
43	HARBOR CAPITAL APRCION-INST 201	411511504					10/12/2010	8/21/2012	1,848			1,478	370				370
44	HUSSMAN STRATEGIC GROWTH FUND	448108100					12/17/2010	8/8/2012	11,052			12,472	-1,420				-1,420
45	HUSSMAN STRATEGIC GROWTH FUND	448108100					4/28/2011	8/8/2012	981			1,046	-65				-65
46	HUSSMAN STRATEGIC GROWTH FUND	448108100					1/28/2011	8/8/2012	85			92	-7				-7
47	ISHARES S & P 500 INDEX FUND	484287200					1/28/2011	2/10/2012	1,749			1,888	-53				-53
48	ISHARES S & P 500 INDEX FUND	484287200					8/8/2012	5/8/2012	13,469			12,913	556				556
49	ISHARES S & P 500 INDEX FUND	484287200					8/8/2012	8/21/2012	1,279			1,268	13				13
50	ISHARES S & P 500 INDEX FUND	484287200					1/28/2011	2/10/2012	2,010			1,953	57				57
51	KEELEY SMALL CAP VAL FD CL 1 2251	487300808					1/28/2011	8/8/2012	1,034			1,002	32				32
52	KEELEY SMALL CAP VAL FD CL 1 2251	487300808					1/28/2011	8/21/2012	1,284			1,202	82				82
53	KEELEY SMALL CAP VAL FD CL 1 2251	487300808					1/28/2011	8/8/2012	2,152			2,130	22				22
54	LAUDUS MONDRIAN INTL FHNST 2840	51855Q655					2/14/2012	8/8/2012	5,552			5,369	183				183
55	LAUDUS MONDRIAN INTL FHNST 2840	51855Q655					5/10/2012	8/8/2012	1,701			1,653	48				48
56	MFS VALUE FUND-CLASS 1 893	552983654					5/10/2012	8/21/2012	251			242	9				9
57	MFS VALUE FUND-CLASS 1 893	552983654					1/28/2011	8/21/2012	1,336			1,233	103				103
58	MFS VALUE FUND-CLASS 1 893	552983654					4/28/2011	2/10/2012	1,909			2,076	-167				-167
59	MAINSTAY EP US EQUITY-INS 1204	560831302					12/17/2010	2/10/2012	11,997			11,693	304				304
60	MAINSTAY EP US EQUITY-INS 1204	560831302					12/17/2010	5/8/2012	1,150			1,117	33				33
61	MAINSTAY EP US EQUITY-INS 1204	560831302					12/17/2010	8/8/2012	13,415			12,723	692				692
62	MAINSTAY EP US EQUITY-INS 1204	560831302					12/17/2010	8/21/2012	3,702			3,740	-38				-38
63	MERGER FD SH BEN INT 280	589509108					12/17/2010	8/21/2012	905			875	30				30
64	OPPENHEIMER DEVELOPING MKT-Y 71	663974505					12/17/2010	2/10/2012	1,501			1,484	17				17
65	TCW SMALL CAP GROWTH FUND-1 4726723AN48						12/17/2010	8/21/2012	1,315			1,397	-82				-82
66	TCW SMALL CAP GROWTH FUND-1 4726723AN48						12/17/2010	8/21/2012	3,195			3,638	-443				-443
67	TCW SMALL CAP GROWTH FUND-1 4726723AN48						5/10/2012	11/19/2012	5,020			2,093	-1,355				-1,355
68	TCW SMALL CAP GROWTH FUND-1 4726723AN48						5/10/2012	11/19/2012	4,585			5,860	-660				-660
69	TCW SMALL CAP GROWTH FUND-1 4726723AN48						1/28/2011	12/19/2012	7,297			4,320	-355				-355
70	TCW SMALL CAP GROWTH FUND-1 4726723AN48						8/12/2011	12/19/2012	7,297			7,098	199				199
71	TCW SMALL CAP GROWTH FUND-1 4726723AN48						12/6/2010	12/19/2012	806			759	52				52
72	TCW SMALL CAP GROWTH FUND-1 4726723AN48						12/6/2010	8/21/2012	707			1,049	-342				-342
73	VANGUARD MSCI EMERGING MARKET	922042858					1/28/2011	2/10/2012	3,597			3,279	318				318
74	VANGUARD REIT VIPER	922008553					1/28/2011	8/8/2012	1,910			1,608	302				302
75	VANGUARD REIT VIPER	922008553					1/28/2011	8/8/2012	1,910			1,608	302				302

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2012	2	225
3 Second quarter estimated tax payment	6/11/2012	3	225
4 Third quarter estimated tax payment	9/11/2012	4	225
5 Fourth quarter estimated tax payment	12/11/2012	5	224
6 Other payments		6	0
7 Total		7	899

Part VIII, 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 D	X	101N Independence Mall E	Philadelphia	PA	19106-2112		TRUSTEE	4.00	14,312		0
2	STEPHEN R STEINBURG		307 BERMUDA TOWN ROW	MOUNT PLEASANT	SC	29464		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		

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