Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: THE MILES FOUNDATION, INC.

A Employer identification number: 75-2739180

Number and street (or P O box number if mail is not delivered to street address): 2821 WEST 7TH STREET, SUITE 200

Room/suite:

B Telephone number (see instructions): (817) 420-9914

City or town, state, and ZIP code: FORT WORTH, TX 76107

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 37,082,572.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	910,201.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	123,664.	123,664.		ATCH 1
	4 Dividends and interest from securities	266,489.	266,489.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	262,650.			
	b Gross sales price for all assets on line 6a 6,031,492.				
	7 Capital gain net income (from Part IV, line 2)		270,740.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	4,199,709.	4,263,964.		
	12 **Total.** Add lines 1 through 11	5,762,713.	4,924,857.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	481,794.	123,714.		358,080.
	14 Other employee salaries and wages	46,152.			46,152.
	15 Pension plans, employee benefits	88,123.	18,406.		69,717.
	16a Legal fees (attach schedule) ATCH 4	25,023.	20,220.		4,803.
	b Accounting fees (attach schedule) ATCH 5	37,949.	9,487.		28,462.
	c Other professional fees (attach schedule) *	181,783.	171,153.		10,630.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	162,233.	34,769.		17,876.
	19 Depreciation (attach schedule) and depletion	14,280.	807,872.		
	20 Occupancy	95,258.	23,815.		71,443.
	21 Travel, conferences, and meetings	22,408.	5,602.		16,806.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	61,999.	43,517.		18,197.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,217,002.	1,258,555.		642,166.
	25 Contributions, gifts, grants paid	1,013,190.			1,013,190.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,230,192.	1,258,555.	0	1,655,356.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,532,521.			
	b **Net investment income** (if negative, enter -0-)		3,666,302.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED NOV 20 2013

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 6 Form **990-PF** (2012)

3

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	2,034,645.	2,664,013.	2,664,013.
2 Savings and temporary cash investments	1,003,478.	507,306.	518,092.
3 Accounts receivable ▶ 5,277.			
Less allowance for doubtful accounts ▶	10,070.	5,277.	5,277.
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) ▶ ATCH 9			
Less: allowance for doubtful accounts ▶	918,000.	1,768,000.	1,768,000.
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) **	1,539,455.	1,210,880.	1,238,187.
b Investments - corporate stock (attach schedule) ATCH 11	7,342,694.	8,243,257.	8,863,121.
c Investments - corporate bonds (attach schedule) ATCH 12	553,785.	607,363.	625,367.
11 Investments - land, buildings, and equipment basis ▶ 2,115,911.			
Less accumulated depreciation (attach schedule) ▶ ATCH 21	1,565,751.	2,115,911.	2,115,911.
12 Investments - mortgage loans			
13 Investments - other (attach schedule) ATCH 13	8,602,350.	9,956,188.	19,197,989.
14 Land, buildings, and equipment basis ▶ 114,066.			
Less accumulated depreciation (attach schedule) ▶ ATCH 22 27,451.	72,090.	86,615.	86,615.
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	23,642,318.	27,164,810.	37,082,572.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	23,642,318.	27,164,810.	
30 **Total net assets or fund balances** (see instructions)	23,642,318.	27,164,810.	
31 **Total liabilities and net assets/fund balances** (see instructions)	23,642,318.	27,164,810.	

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	23,642,318.
2 Enter amount from Part I, line 27a	2	3,532,521.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	27,174,839.
5 Decreases not included in line 2 (itemize) ▶ ATCH 14	5	10,029.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,164,810.

**ATCH 10

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 PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	262,650.
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	76,558.

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	1,537,401.	29,806,796.	0.051579
2010	1,397,727.	27,098,428.	0.051580
2009	1,445,027.	20,945,190.	0.068991
2008	1,646,131.	17,811,804.	0.092418
2007	1,199,161.	12,930,270.	0.092741

2 **Total** of line 1, column (d)	2	0.357309
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	0.071462
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	36,330,521.
5 Multiply line 4 by line 3	5	2,596,252.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,663.
7 Add lines 5 and 6	7	2,632,915.
8 Enter qualifying distributions from Part XII, line 4	8	1,655,356.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	73,326.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	73,326.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	73,326.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 103,001.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 22,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	125,001.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	51,675.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 51,675. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH, TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions . . . ATTACHMENT 25	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JACK BURDETT Telephone no ▶ 817-420-9914

Located at ▶ 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX ZIP+4 ▶ 76107

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here . . . ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b	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 ▶ ________, ________, ________, ________				
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		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X (No)
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**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
ATCH 15		474,594.	75,248.	7,200.

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
ATCH 16		46,152.	12,875.	0

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
ATCH 17		54,342.
Total number of others receiving over $50,000 for professional services ▶		0

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 HISTORICAL PRESERVATION OF WORLD WAR II MEMORABILIA	4,650.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	10,284,898.
b	Average of monthly cash balances	1b	3,425,088.
c	Fair market value of all other assets (see instructions)	1c	23,173,792.
d	**Total** (add lines 1a, b, and c)	1d	36,883,778.
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	36,883,778.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	553,257.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,330,521.
6	**Minimum investment return.** Enter 5% of line 5	6	1,816,526.

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	1,816,526.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	73,326.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	73,326.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,743,200.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,743,200.
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	1,743,200.

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	1,655,356.
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	1,655,356.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,655,356.

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				1,743,200.
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____				
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				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,655,356.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)	1,436,924.			
d	Applied to 2012 distributable amount				218,432.
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	1,436,924.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,524,768.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	1,436,924.			
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	0			
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) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

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:

JAY MCCALL, 2821 W. 7TH ST., STE 200, FORT WORTH, TX 76107 * (817) 420-9914 EXT. 106

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

SEE ATTACHMENT 23

c Any submission deadlines:

SPRING: LETTERS OF INQUIRY DUE APRIL 1; FULL APPLICATIONS DUE MAY 15

FALL: LETTERS OF INOUIRY DUE SEPTEMBER 1; FULL APPLICATIONS DUE OCTOBER 15

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

SEE ATTACHMENT 24

*NOTE: APPLICATIONS MUST BE SUBMITTED ONLINE AT WWW.MILESFDN.ORG

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 18				
Total ▶ **3a**				1,013,190.
b Approved for future payment				
ATCH 19				
Total ▶ **3b**				263,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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			14	123,664.	
4 Dividends and interest from securities			14	266,489.	
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			15	4,290,750.	
8 Gain or (loss) from sales of assets other than inventory	900000	-8,090.	18	270,740.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 20		-64,040.		-27,001.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-72,130.		4,924,642.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 4,852,512.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ [signature] 11/13/2013 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MORGAN L. SOUZA	Morgan L. Souza	11/11/13		P00652612
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 717 N. HARWOOD STREET, SUITE 3100 DALLAS, TX 75201			Phone no 214-840-2000	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization
THE MILES FOUNDATION, INC.

Employer identification number
75-2739180

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE MILES FOUNDATION, INC.

Employer identification number 75-2739180

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	$ 550,160.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	$ 360,041.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE MILES FOUNDATION, INC.

Employer identification number 75-2739180

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LAND	$ 550,160.	12/13/2012

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization THE MILES FOUNDATION, INC.

Employer identification number 75-2739180

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECRUITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
6,031,492.		5,758,652.					272,840.	
		SILVER TREE REALTY FUND II, LP PROPERTY TYPE: SECURITIES				P	VAR	VAR
		10,190.					-10,190.	
TOTAL GAIN(LOSS)							262,650.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK ACCOUNT INTEREST		123,664.	123,664.
	TOTAL	123,664.	123,664.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS PORTFOLIO INT. & DIV.	3,234.	3,234.
MERRILL LYNCH PORTFOLIO INT & DIV.	227,776.	227,776.
OTS SECURITIES INTEREST	35,479.	35,479.
TOTAL	266,489.	266,489.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OIL & GAS ROYALTIES		4,290,750.	4,290,750.
FLOW-THROUGH PARTNERSHIP INCOME		-98,702.	-34,447.
OTHER INVESTMENT INCOME		7,661.	7,661.
	TOTALS	4,199,709.	4,263,964.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	25,023.	20,220.		4,803.
TOTALS	25,023.	20,220.		4,803.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	37,949.	9,487.		28,462.
TOTALS	37,949.	9,487.		28,462.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COMPENSATION STUDY FEE	8,250.		8,250.
IT CONSULTANT	2,380.		2,380.
REAL PROPERTY INVESTMENT ADVISORY FEES	82,527.	82,527.	
OTHER INVESTMENT ADVISORY FEES	88,626.	88,626.	
TOTALS	181,783.	171,153.	10,630.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAX	30,427.	12,551.	17,876.
EXCISE TAXES	106,000.		
REAL ESTATE TAXES	22,218.	22,218.	
STATE TAXES	3,588.		
TOTALS	162,233.	34,769.	17,876.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DATA PROCESSING	1,230.	307.	923.
OFFICE EXPENSES	7,810.	2,088.	5,722.
DUES & MEMEBERSHIPS	2,231.	558.	1,673.
INSURANCE	3,671.	918.	2,753.
BANK CHARGES	250.	63.	187.
LICENSES/PERMITS	230.	58.	172.
HISTORICAL PRESERVATION PROJECT	4,650.		4,650.
INVESTMENT EXPENSE	34,224.	34,224.	
AMORTIZATION	285.		
MISCELLANEOUS	7,418.	5,301.	2,117.
TOTALS	61,999.	43,517.	18,197.

ATTACHMENT 9

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	MILES PRODUCTION, L.P.	
ORIGINAL AMOUNT:	918.000.	
INTEREST RATE:	GREATER OF THE INDEX RATE, PLUS THE APPLICABLE MARGIN AND 6.00%	
DATE OF NOTE:	06/20/2011	
MATURITY DATE:	06/20/2014	
REPAYMENT TERMS:	MONTHLY INTEREST PAYMENTS UNTIL MATURITY	
SECURITY PROVIDED:	NONE	
PURPOSE OF LOAN:	PAYOFF OF NOTE TO NORTHSTAR BANK ON BEHALF OF MILES PRODUCTION, L.P.	
BEGINNING BALANCE DUE		918,000.
ENDING BALANCE DUE		918,000.
ENDING FAIR MARKET VALUE		918,000.
BORROWER:	ORGAN TRANSPORT SYSTEMS, INC.	
ORIGINAL AMOUNT:	500,000.	
INTEREST RATE:	13.500000	
DATE OF NOTE:	06/11/2012	
MATURITY DATE:	06/11/2015	
REPAYMENT TERMS:	MONTHLY INTEREST PAYMENTS UNTIL MATURITY	
SECURITY PROVIDED:	INTELLECTUAL PROPERTY	
PURPOSE OF LOAN:	INVESTMENT	
BEGINNING BALANCE DUE		
ENDING BALANCE DUE		850,000.
ENDING FAIR MARKET VALUE		850,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	918,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	1,768,000.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	1,768,000.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH EQUITY PORTFOLIO (SEE DETAIL ATTACHED - ATCH 10A)	1,539,455.	1,210,880.	1,238,187.
US OBLIGATIONS TOTAL	1,539,455.	1,210,880.	1,238,187.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DEVON ENERGY CORP. STOCK	242,485.	242,485.	208,160.
MERRILL LYNCH EQUITY PORTFOLIO (SEE DETAIL ATTACHED - ATCH 10A)	7,100,209.	8,000,772.	8,654,961.
TOTALS	7,342,694.	8,243,257.	8,863,121.

ATTACHMENT 12

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH BOND FUNDS (SEE DETAIL ATTACHED - ATCH 10A)	553,785.	607,363.	625,367.
TOTALS	553,785.	607,363.	625,367.

ATTACHMENT 13

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OIL & GAS ROYALTY INTERESTS OH	355,016.	355,016.	451,708.
OIL & GAS ROYALTY INTERESTS TX	5,385,812.	5,385,812.	14,530,921.
RCP CENTRAL EXPWY OFFICE, LTD	195,939.	190,191.	190,191.
RCP ARGYLE 114 LTD	252,487.	251,308.	251,308.
VALQUEST CAMP BOWIE LP	75,951.	32,986.	32,986.
VALQUEST CAMP BOWIE 2 LP		136,694.	136,694.
CAMP BOWIE PARTNERS		175,000.	175,000.
VALQUEST PRINCETON 55 LP	136,632.	138,219.	138,219.
VALQUEST CONROE MARINAS LP	164,546.	167,076.	167,076.
SILVER TREE REALTY FUND II LP	617,136.	471,059.	471,059.
VALQUEST PRTNS GARDEN HOUSE LP	57,643.	41,639.	41,639.
HEARTLAND CAPITAL CORP.	58,188.	58,188.	58,188.
HEARTLAND MILES INVESTMENTS	1,153,000.	2,403,000.	2,403,000.
LIFE PARTNERS, INC.	150,000.	150,000.	150,000.
TOTALS	8,602,350.	9,956,188.	19,197,989.

ATTACHMENT 14

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT - NO TAX EFFECT	10,029.
TOTAL	10,029.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SHERRY A. WILSON 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	COO/DIRECTOR 40.00	123,247.	23,379.	2,400.
JACK L. BURDETT 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	CFO/DIRECTOR 40.00	169,738.	28,991.	2,400.
C. GRANT COATES 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	PRESIDENT/DIRECTOR 50.00	181,609.	22,878.	2,400.
	GRAND TOTALS	474,594.	75,248.	7,200.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAY MCCALL 2821 WEST 7TH ST., SUITE 200 FORT WORTH, TX 76107	SENIOR PROG. OFFICER 40.00	46,152.	12,875.	0
	TOTAL COMPENSATION	46,152.	12,875.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 17

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
JERRY CRUMPTON 340 HENRY M. CHANDLER DRIVE ROCKWALL, TX 75032	OIL & GAS TITLE WORK	54,342.
	TOTAL COMPENSATION	54,342.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNTHSC/TCOM FOUNDATION 1112 DALLAS DR , STE. 400 DENTON, TX 76205	NONE 509(A)(1)	MEDICAL EDUCATION	25,000.
C-FB ISD EDUCATION FOUNDATION 1820 PEARL ST. CARROLLTON, TX 75006	NONE 509(A)(2)	TEACHER GRANTS/STEM EDU	10,000
JUNIOR ACHIEVEMENT CHISHOLM TRAIL 6300 RIDGLEA PL , SUITE 400 FORT WORTH, TX 76116	NONE 509(A)(1)	FINANCIAL EDUCATION PROGRAMS	82,945
LIBERTY CHRISTIAN SCHOOL 1301 S HWY 377 ARGYLE, TX 76226	NONE 509(A)(1)	SCIENCE PROGRAMS	50,000
LEWISVILLE ISD EDUCATION FOUNDATION P O BOX 643 LEWISVILLE, TX 75057	NONE 509(A)(1)	TEACHER GRANTS	10,453
SCI-TECH DISCOVERY CENTER 8000 DALLAS PARKWAY FRISCO, TX 75034	NONE 509(A)(1)	SCIENCE PROGRAMS	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE FIRST TEE OF FORT WORTH P O BOX 4767 FORT WORTH, TX 76164	NONE 509(A)(1)	CHARACTER/FINANCIAL LITERACY PROGRAMS	11,000
CHRISTIAN COMMUNITY ACTION 200 S MILL ST LEWISVILLE, TX 75057	NONE 509(A)(2)	CONNECT TO SUCCESS PROGRAM	55,000
AIRBORNE ANGEL CADETS OF TEXAS P O BOX 116691 CARROLLTON, TX 75011	NONE 509(A)(1)	PACKAGES FOR TROOPS	10,000
WWII AIRBORNE DEMONSTRATION TEAM FOUNDATION P O. BOX 67 FREDERICK, OK 73542	NONE 509(A)(1)	MILITARY HISTORY PROGRAMS	1,000
FREEDOM HOUSE P O BOX 1626 WEATHERFORD, TX 76086	NONE 509(A)(1)	SOCIAL SERVICES - FAMILY VIOLENCE	2,000.
ALLIANCE FOR CHILDREN INC 908 SOUTHLAND AVE FORT WORTH, TX 76104	NONE 509(A)(1)	CHILD SERVICES	4,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS P O. BOX 4002018 DES MOINES, IA 50340-2018	NONE 509(A)(1)	RELIEF EFFORTS	250
ARGYLE ISD EDUCATION FOUNDATION 800 EAGLE DRIVE ARGYLE, TX 76226	NONE 509(A)(2)	TEACHER GRANTS	18,000
BIG BROTHERS BIG SISTERS LONE STAR 450 E. JOHN CARPENTER FREEWAY IRVING, TX 75062	NONE 509(A)(1)	MENTORING	10,000
BRIDGEPORT EDUCATION FOUNDATION 2107 15TH STREET BRIDGEPORT, TX 76426	NONE 509(A)(1)	TEACHER GRANTS	17,127
BUILDING BELIEVERS, INC P O BOX 2045 ROANOKE, TX 76262	NONE 509(A)(2)	CHARACTER DEVELOPMENT/YOUTH PROGRAM	1,000
CENTRAL CHRISTIAN CHURCH 1602 SOUTH MAIN WEATHERFORD, TX 76086	NONE 509(A)(1)	SOCIAL SERVICES-HABITAT FOR HUMANITY	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHECOTAH FOUNDATION FOR ACADEMIC EXCELLENCE, INC P O BOX 44 CHECOTAH, OK 74426	NONE 509(A)(1)	SCIENCE LAB	50,915
CHECOTAH PUBLIC SCHOOLS 310 S W SECOND STREET CHECOTAH, OK 74426	NONE GOV'T	SCIENCE LAB	13,250
CHILDREN'S ADVOCACY CENTER FOR DENTON COUNTY 1854 CAIN DRIVE LEWISVILLE, TX 75077	NONE 509(A)(1)	CHILD SERVICES	5,000.
COMMUNITY FOUNDATION OF NORTH TEXAS, INC. 306 WEST 7TH STREET FORT WORTH, TX 76102	NONE 509(A)(1)	STEM EDUCATION	40,000
CONFERENCE OF SOUTHWEST FOUNDATIONS 624 NORTH GOOD-LATIMER EXPWY , SUITE 100 DALLAS, TX 75204	NONE 509(A)(2)	PHILANTHROPY EDUCATION	7,000
DFW HONOR FLIGHT 10455 NORTH CENTRAL EXPWY , SUITE 109-195 DALLAS, TX 75231	NONE 509(A)(1)	MILITARY HISTORY/VETERAN APPRECIATION	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DPAS ASSIST THE OFFICER FOUNDATION 1412 GRIFFIN STREET EAST DALLAS, TX 75215	NONE 509(A)(1)	POLICE APPRECIATION	500
JUNIOR ACHIEVEMENT OF DALLAS 1201 WE EXECUTIVE DRIVE RICHARDSON, TX 75081	NONE 509(A)(1)	FINANCIAL EDUCATION PROGRAMS	15,000
LIBERTY ISD EDUCATION FOUNDATION 602 MILAN LIBERTY, TX 77575	NONE 509(A)(1)	SCIENCE COORDINATOR	50,000
MIGHTY EIGHTH AIR FORCE MUSEUM P O BOX 1992 SAVANNAH, GA 31410	NONE 509(A)(1)	MILITARY HISTORY	50,000
MILESTONE CHURCH 801 KELLER PARKWAY KELLER, TX 76248	NONE 509(A)(1)	SOCIAL SERVICES	1,000
MILITARY HERITAGE FDN DBA ARMY HERITAGE CTR FDN P O BOC 839 CARLISLE, PA 17013	NONE 509(A)(1)	MILITARY HISTORY	90,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL ALLIANCE FOR PARTNERSHIPS IN EQUITY EDUC 3157 LIMESTONE RD. COCHRANVILLE, PA 19330	NONE 509(A)(1)	STEM EDUCATION - PHYSICS CAMP	26,000
PARKER COUNTY COMMITTEE ON AGING INC 1225 HOLLAND LAKE ROAD WEATHERFORD, TX 76086	NONE 509(A)(1)	SOCIAL SERVICES - MEALS ON WHEELS	1,000
REAL SCHOOL GARDENS 5520 CONNECTICUT AVE NW WASHINGTON, DC 20015	NONE 509(A)(1)	STEM EDUCATION	60,000
REASONING MIND 2000 BERING DRIVE HOUSTON, TX 77057	NONE 509(A)(1)	MATH PROGRAMING	25,000
SPIRITHORSE THERAPEUTIC RIDING CENTER 1960 POST OAK DRIVE CORINTH, TX 76210	NONE 509(A)(1)	SOCIAL SERVICES	1,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE 509(A)(1)	MEDICAL RESEARCH	250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUSAN G KOMEN FOR THE CURE 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE 509(A)(1)	MEDICAL RESEARCH	500
TARRANT COUNTY COLLEGE FOUNDATION 1500 HOUSTON STREET FORT WORTH, TX 76102	NONE 509(A)(1)	MATH COMPETITION	75,000
THE GEOLOGICAL SOCIETY OF AMERICA FOUNDATION 3300 PENROSE PLACE BOULDER, CO 80501	NONE 509(A)(1)	STEM EDUCATION - GEO TEACHER TRAINING	45,500
THE UNIVERSITY OF TEXAS AT DALLAS 800 WEST CAMPBELL ROAD, AD13 RICHARDSON, TX 75080	NONE GOV'T	EDUCATION	100,000
VETERANS NATIONAL EDUCATION PROGRAM P O BOX 354 NEWTOWN SQUARE, PA 19073	NONE 509(A)(1)	MILITARY HISTORY/EDUCATION	30,000
WREATHS ACROSS AMERICA P O. BOX 249 HARRINGTON, ME 04643	NONE 509(A)(2)	MILITARY HISTORY/VETERAN APPRECIATION	1,000
		TOTAL CONTRIBUTIONS PAID	1,013,190

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNTHSC/TCOM FOUNDATION 3500 CAMP BOWIE BLVD FORT WOTH, TX 76107	NONE 509(A)(1)	EDUCATIONAL ASSISTANCE & SPECIAL PROGRAMS-SUBJECT TO AVAILABLE FUNDS	250,000
ARGYLE ISD EDUCATION FOUNDATION 800 EAGLE DR ARGYLE, TX 76226	NONE 509(A)(2)	EDUCATIONAL ASSISTANCE & SPECIAL PROGRAMS-SUBJECT TO AVAILABLE FUNDS	13,000
		TOTAL CONTRIBUTIONS APPROVED	263,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 20

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	531390	-64,040.	16	-34,662.	
OTHER INVESTMENT INCOME			01	7,661.	
TOTALS		-64,040.		-27,001.	

FORM 990PF - PART II - INVESTMENTS LAND, BUILDINGS, AND EQUIPMENT

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TUCKER RANCH LAND	1,565,751	2,115,911	2,115,911
TOTALS	1,565,751	2,115,911	2,115,911

THE MILES FOUNDATION, INC. 75-2739180

ATTACHMENT 22

FORM 990PF - PART II - LAND, BUILDINGS, AND EQUIPMENT

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	43,603	13,545	30,058
FURNITURE & FIXTURES	70,463	13,906	56,557
TOTALS	114,066	27,451	86,615

Merrill Lynch

Trust Statement Link Service

Total Relationship Value As Of 12/31/12 $11,192,877.62

THE MILES FOUNDATION
2821 W 7TH ST STE 200
FORT WORTH TX 76107-8914

YOUR FINANCIAL ADVISOR:
ROBERT BURNS
FA # 1612
(888) 255-0680

Your Merrill Lynch Office:
286 GRAND AVE SUITE 200
SOUTHLAKE TX 76092

Trust Officer: KARLA D MCCALLISTER
817-390-6811

ACTIVITY SUMMARY

	Fiscal Year Value 12/2012
Credits	
Sales	6,031,491.93
Income	293,606.34
Funds Received	936.77
Electronic Tfrs	0.00
Other Credits	371,422.57
Total Credits	6,697,457.61
Debits	
Purchases	6,620,125 76
Withdrawals	0.00
Electronic Tfrs	0.00
Bill Payment	0.00
ML Trust Fees	87,020.88
Non ML Trust Fees	0.00
Other Debits	72,685.74
Total Debits	6,779,832.38
Net Activity	**(82,374.77)**

ANNUAL PORTFOLIO SUMMARY

	Fiscal Year Value 12/31/12	Current Portfolio Cost Basis	Unrealized Gains/(Losses)
Cash/Money Accounts	211,868 90	211,868.90	0.00
CD's/Equivalents	0.00	0.00	0.00
Government Securities	1,238,186.77	1,210,880.20	27,306.57
Corporate Bonds	625,367.02	607,362.75	18,004.27
Municipal Bonds	0.00	0.00	0.00
Equities	4,635,665.43	4,145,830.68	489,834.75
Mut Funds/CEF/UIT	4,019,295.56	3,854,941.06	164,354.50
Options	0.00	0.00	0.00
Other	451,708.00	7.00	0.00
Long Market Value	**11,182,091.68**	**10,030,890.59**	**699,500.09**
Debit Balance	0.00	0.00	0.00
Short Market Value	0.00	0.00	0.00
Estimated Accrued Int	10,785.94	0.00	0.00
Net Portfolio Value	**11,192,877.62**	**10,030,890.59**	**699,500.09**

INCOME SUMMARY

	CurrentYear (12/12)
Interest	65,830.41
Dividends	227,775.93
Total	**293,606.34**
Accrued Interest Earned	0.00
Accrued Interest Paid	1,136.86

PLEASE NOTE:

- This fiscal year end statement is for information purposes and should be used in conjunction with your monthly statements. This statement does not reflect any pending trades or dividend reclassifications. Please consult your tax advisor regarding any tax planning and reporting requirements.

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
28,000	FEDERAL NATL MTG ASSOC NOTES 00.625% OCT 30 2014	05/01/12	28,092.39	28,174.44	82.05	29.17	175.00
13,000	FNMA PMA0583 04%2040 AMORTIZED FACTOR 0.547381190 AMORTIZED VALUE 7,115	07/22/11	7,195.75	7,635.55	439.80	40.20	285.00
5,000	FNMA PMA0583 04%2040 AMORTIZED VALUE 2,736	10/20/11	2,835.16	2,936.75	101.59	15.46	110.00
213,000	FNMA P725027 05%2033 AMORTIZED FACTOR 0.172969530 AMORTIZED VALUE 36,842	07/22/11	39,628.72	40,139.84	511.12	182.75	1,843.00
58,000	FNMA P725027 05%2033 AMORTIZED VALUE 10,032	10/20/11	10,809.73	10,930.10	120.37	49.76	502.00
39,000	FNMA PAH0969 03 50%2025 AMORTIZED FACTOR 0.615207030 AMORTIZED VALUE 23,993	07/22/11	24,645.38	25,466.90	821.52	69.98	840.00
7,000	FNMA PAH0969 03 50%2025 AMORTIZED VALUE 4,306	10/20/11	4,470.63	4,570.98	100.35	12.56	151.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
97,000	FHLMC A9 7040 04%2041 AMORTIZED FACTOR 0.734434250 AMORTIZED VALUE 71,240	07/22/11	72,197.41	76,119.64	3,922.23	237.21	2,850.00
9,000	FHLMC A9 7040 04%2041 AMORTIZED VALUE 6,609	10/20/11	6,855.72	7,062.65	206.93	22.01	265.00
174,000	FNMA PAH5583 04 50%2041 AMORTIZED FACTOR 0.683164540 AMORTIZED VALUE 118,870	07/22/11	123,996.93	129,041.68	5,044.75	512.49	5,350.00
49,000	FNMA PAE0828 03 50%2041 AMORTIZED FACTOR 0.758071120 AMORTIZED VALUE 37,145	04/24/12	38,608 08	39,634.01	1,025.93	134.64	1,301.00
11,000	FNMA PAI1886 04 50%2041 AMORTIZED FACTOR 0.756190950 AMORTIZED VALUE 8,318	10/05/12	9,161.61	9,165.00	3.39	39.20	375.00
22,000	FNMA PAI4815 04 50%2041 AMORTIZED FACTOR 0.573079290 AMORTIZED VALUE 12,607	10/21/11	13,289.35	13,686.51	397.16	47.28	568.00
24,000	FNMA PAL0160 04 50%2041 AMORTIZED FACTOR 0.649731430 AMORTIZED VALUE 15,593	04/03/12	16,587.64	16,898.56	310.92	58.48	702.00
34,000	FHLMC J1 9197 03%2027 AMORTIZED FACTOR 0.910991980 AMORTIZED VALUE 30,973	05/23/12	32,406.27	32,688.25	281.98	77.02	930.00
1,000	FHLMC J1 9197 03%2027 AMORTIZED VALUE 910	09/04/12	962.23	961.42	(0.81)	2.27	28.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
32,000	FNMA PAL1953 04 50%2027 AMORTIZED FACTOR 0.792967210 AMORTIZED VALUE 25,374	08/20/12	27,428.74	27,306.34	(122.40)	112.00	1,142.00
44,000	FEDERAL HOME LN MTG CORP NOTES 01.000% JUN 29 2017	06/07/12	43,958.20	44,546.48	588.28	2.44	440.00
2,000	FEDERAL HOME LN MTG CORP ORIGINAL UNIT/TOTAL COST. 101.0615/2,021.23	09/04/12	2,019.86	2,024.84	4.98	0.11	20.00
10,000	FEDERAL HOME LN MTG CORP NOTES SR MTN 05.000% JUL 15 2014	07/22/11	10,634.70	10,727.20	92.50	230.56	500.00
7,000	FEDERAL HOME LN MTG CORP ORIGINAL UNIT/TOTAL COST: 111 6871/7,818.10	10/19/11	7,463.78	7,509.04	45.26	161.39	350.00
1,000	FEDERAL HOME LN MTG CORP ORIGINAL UNIT/TOTAL COST: 108.7940/1,087.94	09/04/12	1,072 96	1,072.72	(0.24)	23.06	50.00
37,000	U.S. TREASURY NOTE 0.250% MAR 31 2014 00.250% MAR 31 2014	04/04/12	36,929.30	37,017.39	88.09	23.38	93 00
70,000	U.S. TREASURY NOTE 1.000% MAR 31 2017 MOODY'S: AAA S&P: ***	07/30/12	71,231.64	71,252.30	20.66	176.92	700.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
28,000	U.S. TREASURY NOTE 0.250% APR 30 2014 MOODY'S: AAA S&P: ***	05/01/12	27,990.25	28,012.04	21.79	11.80	70.00
88,000	U.S. TREASURY NOTE	06/07/12	87,962.48	88,037.84	75.36	37.07	220.00
5,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 100.0316/5,001.58	09/04/12	5,001.28	5,002.15	0.87	2.11	13.00
27,000	U.S. TREASURY NOTE 1.625% AUG 15 2022 MOODY'S: AAA S&P: ***	10/25/12	26,518.12	26,822.88	304.76	164.53	439.00
77,000	U.S. TREASURY NOTE 3.125% MAY 15 2019 03.125% MAY 15 2019	07/22/11	79,947.66	87,202.50	7,254.84	305.77	2,407.00
4,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 109.7895/4,391.58	10/19/11	4,333.28	4,530 00	196.72	15.88	125.00
12,000	U.S. TREASURY NOTE 2.750% FEB 15 2019 02.750% FEB 15 2019	07/22/11	12,236.46	13,287.24	1,050.78	123.75	330.00
2,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 107.2270/2,144.54	10/19/11	2,122.24	2,214.54	92.30	20.63	55.00
24,000	U.S. TREASURY NOTE 3.375% NOV 15 2019 03.375% NOV 15 2019	07/22/11	25,138.20	27,594 48	2,456.28	102.93	810.00

Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
3,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 111.5160/3,345.48	10/19/11	3,297.60	3,449.31	151.71	12.87	102.00
33,000	U.S. TREASURY NOTE 2.375% OCT 31 2014 02.375% OCT 31 2014	07/22/11	33,946 45	34,271.16	324.71	132.07	784.00
4,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 105.6252/4,225.01	10/19/11	4,136.70	4,154.08	17.38	16.01	95.00
66,000	U.S. TREASURY NOTE 1.250% APR 15 2014 01.250% APR 15 2014	10/16/12	66,841.84	66,871.20	29 36	174.52	825.00
51,000	U.S. TREASURY NOTE 1.250% SEP 30 2015 01.250% SEP 30 2015	07/22/11	51,084.57	52,275.00	1,190.43	161.13	638.00
7,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 101.8948/7,132.64	10/19/11	7,092.93	7,175.00	82 07	22.12	88.00
71,000	FEDERAL HOME LN MTG CORP NOTES 01.375% JAN 09 2013	07/22/11	71,015.61	71,017.04	1.43	466.43	977.00
10,000	FEDERAL HOME LN MTG CORP ORIGINAL UNIT/TOTAL COST: 101.2820/10,128.20	10/19/11	10,002.36	10,002.40	0.04	65.69	138.00

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
206,000	FNMA P745418 05 50%2036 AMORTIZED FACTOR 0.196382130 AMORTIZED VALUE 40,454	07/22/11	44,247.35	44,208.07	(39.28)	232.11	2,225.00
56,000	FNMA P745418 05 50%2036 AMORTIZED VALUE 10,997	10/20/11	11,994.04	12,017.73	23.69	63.10	605.00
14,000	FNMA P745355 05%2036 AMORTIZED FACTOR 0.227957370 AMORTIZED VALUE 3,191	10/05/12	3,488.60	3,473.52	(15 08)	22.13	160.00
	Total Government Securities		**1,210,880.20**	**1,238,186.77**	**27,306.57**	**4,412.99**	**30,676.00**
	Corporate Bonds						
19,000	AETNA INC GLB 01.500% NOV 15 2017	11/06/12	19,105.28	19,038.38	(66.90)	42.75	285.00
19,000	BRISTOL-MYERS SQUIBB CO GLB 00.875% AUG 01 2017	07/30/12	18,862.44	18,813.04	(49.40)	69.73	167.00
26,000	GENERAL ELECTRIC COMPANY GLB 05.000% FEB 01 2013	07/22/11	26,087.82	26,099.06	11.24	541.67	1,300.00
5,000	GENERAL ELECTRIC COMPANY ORIGINAL UNIT/TOTAL COST: 104.7440/5,237.20	10/19/11	5,015.65	5,019.05	3.40	104.17	250.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
24,000	HCP INC GLB 02.625% FEB 01 2020	11/16/12	23,903.76	23,906.40	2.64	73.50	630.00
15,000	CITIGROUP INC GLB 03.953% JUN 15 2016	09/06/11	15,233.49	16,145.40	911.91	26.35	593.00
3,000	CITIGROUP INC ORIGINAL UNIT/TOTAL COST: 100.8330/3,024.99	10/19/11	3,019.00	3,229.08	210.08	5.27	119.00
21,000	COSTCO WHOLESALE CORP GLB 01.700% DEC 15 2019	11/29/12	21,074.31	21,143.01	68.70	23.80	357.00
14,000	COMCAST CORP COMPANY GUARNT 05.300% JAN 15 2014	07/22/11	14,586.16	14,688.52	102.36	342.14	742.00
2,000	COMCAST CORP ORIGINAL UNIT/TOTAL COST: 108.6160/2,172.32	10/19/11	2,081.09	2,098.36	17.27	48.88	106.00
15,000	DIRECTV HLDG/FIN INC COMPANY GUARNT 03.500% MAR 01 2016	09/08/11	15,560.57	15,891.15	330.58	175.00	525.00
3,000	DIRECTV HLDG/FIN INC ORIGINAL UNIT/TOTAL COST: 103.5790/3,107.37	10/19/11	3,079.29	3,178.23	98.94	35.00	105.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
22,000	ENTERPRISE PRODUCTS OPER COMPANY GUARNT 01.250% AUG 13 2015	08/08/12	22,055.96	22,135.08	79.12	105.42	275.00
1,000	ENTERPRISE PRODUCTS OPER ORIGINAL UNIT/TOTAL COST: 100.8340/1,008.34	09/04/12	1,007.46	1,006.14	(1.32)	4.79	13.00
27,000	GOLDMAN SACHS GROUP INC GLB 05.250% JUL 27 2021	02/10/12	27,182.50	30,779.46	3,596.96	606.37	1,418.00
22,000	JP MORGAN CHASE SUBORDINATED 05.150% OCT 01 2015	07/22/11	23,266.95	24,181.30	914.35	283.25	1,133.00
5,000	JP MORGAN CHASE ORIGINAL UNIT/TOTAL COST: 106.4550/5,322.75	10/19/11	5,229.83	5,495.75	265.92	64.38	258.00
14,000	JP MORGAN CHASE & CO 06.000% JAN 15 2018 MOODY'S: A2 S&P: A	07/22/11	15,510.29	16,760.66	1,250.37	387.33	840.00
2,000	JP MORGAN CHASE & CO ORIGINAL UNIT/TOTAL COST: 111.7820/2,235.64	10/19/11	2,194.91	2,394.38	199.47	55.33	120.00
19,000	KINDER MORGAN ENER PART GLB 03.950% SEP 01 2022	03/12/12	19,044.17	20,315.94	1,271.77	250.17	751.00

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
16,000	KRAFT FOODS INC GLB 04.125% FEB 09 2016	09/06/11	16,898.62	17,432.16	533 54	260.33	660.00
2,000	KRAFT FOODS INC ORIGINAL UNIT/TOTAL COST: 107.4320/2,148.64	10/19/11	2,108.98	2,179.02	70.04	32.54	83.00
14,000	METLIFE INC GLB 05.000% JUN 15 2015	07/22/11	14,924.07	15,412.60	488.53	31.11	700.00
2,000	METLIFE INC ORIGINAL UNIT/TOTAL COST: 109.7300/2,194.60	10/19/11	2,132.89	2,201.80	68.91	4.44	100.00
17,000	NEWS AMERICA INC COMPANY GUARNT GLB 04.500% FEB 15 2021	02/21/12	18,110.91	19,421.65	1,310.74	289.00	765.00
19,000	OMNICOM GROUP INC COMPANY GUARNT GLB 03.625% MAY 01 2022	05/01/12	19,023.69	19,792.68	768.99	114.79	689.00
8,000	OMNICOM GROUP INC ORIGINAL UNIT/TOTAL COST: 104.7830/8,382.64	08/08/12	8,369.53	8,333.76	(35.77)	48.33	290.00
13,000	ORACLE CORP GLB 04.950% APR 15 2013	07/22/11	13,160.74	13,166.79	6.05	135.85	644.00

Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
3,000	ORACLE CORP ORIGINAL UNIT/TOTAL COST: 106.6680/3,200.04	10/19/11	3,039.27	3,038.49	(0.78)	31.35	149.00
15,000	TIME WARNER CABLE INC COMPANY GUARNT 04.125% FEB 15 2021	09/06/11	15,364.64	16,426.80	1,062.16	233.75	619.00
2,000	TIME WARNER CABLE INC ORIGINAL UNIT/TOTAL COST: 102.2710/2,045.42	10/19/11	2,040.49	2,190.24	149.75	31.17	83.00
34,000	UNITED PARCEL SERVICE GLB 04.500% JAN 15 2013	07/22/11	34,054.08	34,048.62	(5.46)	705.50	1,530 00
4,000	UNITED PARCEL SERVICE ORIGINAL UNIT/TOTAL COST: 104.8730/4,194.92	10/19/11	4,006.20	4,005.72	(0.48)	83.00	180.00
14,000	VERIZON COMMUNICATIONS GLB 04.600% APR 01 2021	09/06/11	15,360.79	16,341.08	980.29	161.00	644.00
3,000	VERIZON COMMUNICATIONS ORIGINAL UNIT/TOTAL COST: 112.3450/3,370.35	10/19/11	3,329.42	3,501.66	172.24	34.50	138.00
4,000	VERIZON COMMUNICATIONS ORIGINAL UNIT/TOTAL COST: 118.5940/4,743.76	08/08/12	4,713.57	4,668.88	(44.69)	46.00	184.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
28,000	WELLS FARGO & COMPANY GLB 02.625% DEC 15 2016	12/08/11	28,033.42	29,550.36	1,516.94	32.67	735.00
28,000	WELLS FARGO & COMPANY SER MTN GLB 01.250% FEB 13 2015	02/10/12	27,942.60	28,262.64	320.04	134.17	350 00
29,000	WATSON PHARMACEUTICALS I GLB 01.875% OCT 01 2017	10/04/12	29,399.37	29,381.35	(18.02)	134.43	544.00
17,000	USD RABOBANK UTRECHT 3.375% JAN 19 2017 MOODY'S: AA2 S&P: AA-<	02/10/12	17,360.40	18,262.93	902.53	258.19	574.00
28,000	ROYAL BANK OF CANADA SER MTN GLB 01.150% MAR 13 2015	03/12/12	28,029.75	28,303.80	274.05	96.60	322.00
13,000	PRUDENTIAL FINANCIAL INC SER MTNB 05.100% SEP 20 2014	07/22/11	13,735.61	13,914.55	178.94	186.01	663.00
3,000	PRUDENTIAL FINANCIAL INC ORIGINAL UNIT/TOTAL COST: 106.8140/3,204.42	10/19/11	3,122.78	3,211.05	88.27	42.92	153.00
	Total Corporate Bonds		**607,362.75**	**625,367.02**	**18,004.27**	**6,372.95**	**20,786.00**

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
12	ABBOTT LABS	08/19/11	591.80	786 00	194.20	7.00
81	ABBOTT LABS	09/19/11	4,181.22	5,305.50	1,124.28	46.00
91	ABBOTT LABS	10/19/11	4,942.21	5,960.50	1,018.29	51.00
86	ABBOTT LABS	11/02/11	4,576.92	5,633.00	1,056.08	49.00
54	ABBOTT LABS	11/16/11	2,909.51	3,537.00	627.49	31.00
429	ATLAS COPCO A ADR NEW	11/13/12	10,391.41	11,951.94	1,560.53	218.00
134	ALEXION PHARMS INC	10/04/12	15,907.81	12,561.16	(3,346.65)	
498	ALTRIA GROUP INC	04/03/12	15,476.24	15,657.12	180.88	877.00
77	AMAZON COM INC COM	08/19/11	14,026.72	19,316.99	5,290.27	
72	AMAZON COM INC COM	09/19/11	17,125.20	18,062.64	937.44	
16	AMAZON COM INC COM	11/02/11	3,466.08	4,013.92	547.84	
32	AMAZON COM INC COM	11/16/11	6,869.44	8,027.84	1,158 40	
119	ANHEUSER-BUSCH INBEV ADR	11/22/11	6,904.97	10,401.79	3,496.82	154.00
83	ANHEUSER-BUSCH INBEV ADR	01/10/12	5,092.32	7,255.03	2,162.71	108.00
40	ANHEUSER-BUSCH INBEV ADR	01/31/12	2,435.89	3,496.40	1,060.51	52.00
296	AMERICAN TOWER REIT INC (HLDG CO) SHS	10/04/12	21,483.32	22,871.92	1,388 60	285.00
115	AT&T INC	08/19/11	3,250.42	3,876.65	626.23	207.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
216	AT&T INC	09/19/11	6,132.24	7,281.36	1,149.12	389.00
295	AT&T INC	10/19/11	8,597.95	9,944.45	1,346.50	531.00
176	AT&T INC	11/02/11	5,116.32	5,932.96	816.64	317.00
153	AT&T INC	11/16/11	4,439.30	5,157.63	718.33	276.00
762	AT&T INC	04/03/12	24,023.04	25,687.02	1,663.98	1,372.00
110	AT&T INC	04/03/12	3,462.26	3,708.10	245.84	198.00
60	AMER EXPRESS COMPANY	08/19/11	2,673.00	3,448.80	775.80	48.00
66	AMER EXPRESS COMPANY	09/19/11	3,219.48	3,793.68	574.20	53.00
80	AMER EXPRESS COMPANY	10/19/11	3,740.00	4,598.40	858.40	64.00
41	AMER EXPRESS COMPANY	11/02/11	2,084.85	2,356.68	271.83	33.00
52	AMER EXPRESS COMPANY	11/16/11	2,559.44	2,988.96	429.52	42.00
111	ANADARKO PETE CORP	09/19/11	8,181.25	8,248.41	67.16	40.00
28	ANADARKO PETE CORP	11/02/11	2,271.92	2,080.68	(191.24)	11.00
74	ANADARKO PETE CORP	11/16/11	5,883.74	5,498.94	(384.80)	27 00
96	APPLE INC	08/19/11	34,678.08	51,088.60	16,410.52	1,018.00
68	APPLE INC	09/19/11	27,901.76	36,187.76	8,286.00	721.00
6	APPLE INC	09/23/11	2,429.70	3,193.04	763.34	64.00

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
29	APPLE INC	11/02/11	11,555.63	15,433 01	3,877.38	308.00
29	APPLE INC	11/16/11	11,286.80	15,433.01	4,146.21	308.00
273	BHP BILLITON PLC SP ADR	04/03/12	16,929.11	19,211.01	2,281.90	612.00
215	BRITISH AMN TOBACO SPADR	04/03/12	22,355.27	21,768.75	(586.52)	906.00
239	BROADCOM CORP CALIF CL A	08/19/11	7,604.12	7,937.19	333.07	96.00
137	BROADCOM CORP CALIF CL A	09/19/11	4,860.27	4,549.77	(310.50)	55.00
60	BROADCOM CORP CALIF CL A	11/02/11	2,091.60	1,992.60	(99.00)	24.00
72	BROADCOM CORP CALIF CL A	11/16/11	2,575.44	2,391.12	(184.32)	29.00
82	BIOGEN IDEC INC	09/02/11	7,586.89	12,002.34	4,415.45	
59	BIOGEN IDEC INC	09/19/11	5,883.48	8,635.83	2,752.35	
26	BIOGEN IDEC INC	11/02/11	2,971.28	3,805.62	834.34	
29	BIOGEN IDEC INC	11/16/11	3,233.21	4,244.73	1,011.52	
114	BANK OF NOVA SCOTIA	08/19/11	5,833.31	6,598.32	765.01	283.00
91	BANK OF NOVA SCOTIA	09/19/11	4,734.73	5,267.08	532.35	210.00
121	BANK OF NOVA SCOTIA	10/19/11	6,176.83	7,003.48	826 65	279.00
67	BANK OF NOVA SCOTIA	11/02/11	3,464.57	3,877.96	413.39	155.00
72	BANK OF NOVA SCOTIA	11/16/11	3,571.92	4,167.36	595.44	166.00

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
19	BHP BILLITON LTD ADR	08/19/11	1,482.99	1,489.98	6.99	43.00
154	BHP BILLITON LTD ADR	09/19/11	11,682.44	12,076.68	394.24	345.00
188	BHP BILLITON LTD ADR	10/19/11	14,021.89	14,742.96	721.07	422.00
83	BHP BILLITON LTD ADR	11/02/11	6,463.21	6,508.86	45.65	186.00
113	BHP BILLITON LTD ADR	11/16/11	8,430.50	8,861.46	430.96	254.00
247	BOEING COMPANY	08/19/11	14,450.54	18,613.92	4,163.38	480.00
199	BOEING COMPANY	09/19/11	12,673.16	14,996.64	2,323.48	387.00
61	BOEING COMPANY	11/02/11	3,935.72	4,596.96	661.24	119.00
119	BOEING COMPANY	11/16/11	7,959.61	8,967.84	1,008.23	231.00
135	BOEING COMPANY	04/27/12	10,456.09	10,173.60	(282.49)	262.00
146	BOEING COMPANY	10/04/12	10,201 02	11,002.56	801.54	284.00
243	BRISTOL-MYERS SQUIBB CO	08/19/11	6,810.17	7,919.37	1,109.20	341.00
216	BRISTOL-MYERS SQUIBB CO	09/19/11	6,636.60	7,039.44	402.84	303.00
339	BRISTOL-MYERS SQUIBB CO	10/19/11	11,066.66	11,048.01	(18.65)	475.00
217	BRISTOL-MYERS SQUIBB CO	11/02/11	6,768.21	7,072.03	303.82	304.00
136	BRISTOL-MYERS SQUIBB CO	11/16/11	4,219.48	4,432.24	212.76	191.00
796	COMCAST CORP NEW CL A	01/05/12	19,854.07	29,738.56	9,884.49	518.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
130	COMCAST CRP NEW CL A SPL	08/19/11	2,605.20	4,669.60	2,064 40	85.00
126	COMCAST CRP NEW CL A SPL	09/19/11	2,826.41	4,525.92	1,699.51	82.00
179	COMCAST CRP NEW CL A SPL	10/19/11	4,181.76	6,429.68	2,247.92	117.00
89	COMCAST CRP NEW CL A SPL	11/02/11	2,053.23	3,196.88	1,143.65	58 00
104	COMCAST CRP NEW CL A SPL	11/16/11	2,259.66	3,735.68	1,476.02	68.00
117	CENTURYLINK INC SHS	08/19/11	3,994.87	4,577.04	582.17	340.00
98	CENTURYLINK INC SHS	09/19/11	3,376.10	3,833.76	457.66	285.00
130	CENTURYLINK INC SHS	10/19/11	4,551.29	5,085.60	534.31	377.00
91	CENTURYLINK INC SHS	11/02/11	3,128.58	3,559.92	431.34	264.00
60	CENTURYLINK INC SHS	11/16/11	2,249.40	2,347.20	97.80	174.00
71	CANADIAN NATL RAILWAY CO	08/19/11	4,869.89	6,461.71	1,591.82	108.00
66	CANADIAN NATL RAILWAY CO	09/19/11	4,602.84	6,006.66	1,403.82	100.00
85	CANADIAN NATL RAILWAY CO	10/19/11	6,290.00	7,735.85	1,445.85	129.00
55	CANADIAN NATL RAILWAY CO	11/02/11	4,324.10	5,005.55	681.45	83.00
48	CANADIAN NATL RAILWAY CO	11/16/11	3,725.76	4,368.48	642.72	73.00
76	CONSOL ENERGY INC COM	08/19/11	3,219.36	2,439.60	(779.76)	38.00
67	CONSOL ENERGY INC COM	09/19/11	2,842.81	2,150.70	(692.11)	34.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
87	CONSOL ENERGY INC COM	10/19/11	3,606 15	2,792.70	(813.45)	44.00
34	CONSOL ENERGY INC COM	11/02/11	1,467.10	1,091.40	(375.70)	17.00
57	CONSOL ENERGY INC COM	11/16/11	2,354.67	1,829.70	(524.97)	29.00
338	CANON INC ADR REP5SH	04/03/12	16,292.21	13,252 98	(3,039.23)	477.00
220	COSTCO WHOLESALE CRP DEL	03/15/12	20,114.25	21,720.60	1,606.35	242.00
220	COSTCO WHOLESALE CRP DEL	06/28/12	20,410.28	21,720.60	1,310.32	242.00
66	CHEVRON CORP	08/19/11	6,227.10	7,137.24	910.14	238.00
113	CHEVRON CORP	09/19/11	11,036.21	12,219.82	1,183 61	407.00
137	CHEVRON CORP	10/19/11	14,219 23	14,815.18	595.95	494.00
74	CHEVRON CORP	11/02/11	7,744.84	8,002.36	257.52	267.00
78	CHEVRON CORP	11/16/11	7,973.94	8,434.92	460.98	281.00
259	CHEVRON CORP	04/03/12	27,939.63	28,008.26	68.63	933.00
78	CONOCOPHILLIPS	08/19/11	3,848.93	4,523.22	674.29	206.00
74	CONOCOPHILLIPS	09/19/11	3,778.19	4,291.26	513.07	196.00
89	CONOCOPHILLIPS	10/19/11	4,817.11	5,161.11	344.00	235.00
54	CONOCOPHILLIPS	11/02/11	2,899.84	3,131.46	231.62	143.00
54	CONOCOPHILLIPS	11/16/11	2,960.20	3,131.46	171.26	143.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
121	CATERPILLAR INC DEL	08/19/11	9,958.30	10,842.63	884.33	252.00
107	CATERPILLAR INC DEL	09/19/11	8,979.44	9,588.11	608.67	223.00
134	CATERPILLAR INC DEL	10/19/11	11,384.64	12,007.54	622.90	279.00
69	CATERPILLAR INC DEL	11/02/11	6,489.45	6,182.99	(306.46)	144.00
75	CATERPILLAR INC DEL	11/16/11	7,254.75	6,720.64	(534.11)	156.00
406	CHUNGHWA TELECOM CO LTD SHS	04/03/12	12,471.43	13,130.04	658.61	583.00
90	CHUBB CORP	08/19/11	5,346.41	6,778.80	1,432.39	148.00
79	CHUBB CORP	09/19/11	4,716.30	5,950.28	1,233.98	130.00
98	CHUBB CORP	10/19/11	6,411.16	7,381.36	970.20	161.00
74	CHUBB CORP	11/02/11	4,926.18	5,573.68	647.50	122.00
62	CHUBB CORP	11/16/11	4,094.48	4,669.84	575.36	102.00
607	COCA COLA COM	08/19/11	20,472.35	22,003.75	1,531.40	620.00
454	COCA COLA COM	09/19/11	15,974.94	16,457.50	482 56	464.00
96	COCA COLA COM	10/19/11	3,238.08	3,480.00	241.92	98.00
368	COCA COLA COM	11/02/11	12,511.19	13,340.00	828.81	376.00
282	COCA COLA COM	11/16/11	9,511.16	10,222.50	711.34	288.00

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
830	COCA COLA COM	04/03/12	30,707.93	30,087.50	(620.43)	847.00
327	DBS GROUP HLDGS SPN ADR	04/03/12	14,394.54	16,042.62	1,648.08	571.00
436	DANAHER CORP DEL COM	08/19/11	17,982.60	24,372.40	6,389.80	44.00
265	DANAHER CORP DEL COM	09/19/11	12,135.78	14,813.50	2,677.72	27.00
106	DANAHER CORP DEL COM	11/02/11	5,154.78	5,925.40	770.62	11.00
170	DANAHER CORP DEL COM	11/16/11	8,325.75	9,503.00	1,177.25	17.00
47	DIAGEO PLC SPSD ADR NEW	08/19/11	3,456.38	5,479.26	2,022.88	131.00
79	DIAGEO PLC SPSD ADR NEW	09/19/11	6,010.32	9,209.82	3,199.50	220.00
89	DIAGEO PLC SPSD ADR NEW	10/19/11	7,470.66	10,375.62	2,904.96	247.00
81	DIAGEO PLC SPSD ADR NEW	11/02/11	6,668.73	9,442.98	2,774.25	225.00
58	DIAGEO PLC SPSD ADR NEW	11/16/11	4,809.36	6,761.64	1,952.28	161.00
283	DIAGEO PLC SPSD ADR NEW	04/03/12	27,956.35	32,992.14	5,035.79	785.00
84	DOMINION RES INC NEW VA	10/19/11	4,303.31	4,351.20	47.89	178.00
117	DOMINION RES INC NEW VA	11/02/11	6,007.21	6,060.60	53.39	247.00
101	DOMINION RES INC NEW VA	11/16/11	5,152.57	5,231.80	79.23	214.00
371	DOMINION RES INC NEW VA	04/03/12	19,089.99	19,217.80	127.81	783.00
105	DEERE CO	08/19/11	7,376.15	9,074.10	1,697.95	194.00

Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
98	DEERE CO	09/19/11	7,503.86	8,469.16	965.30	181.00
118	DEERE CO	10/19/11	8,311 33	10,197.56	1,886.23	218.00
73	DEERE CO	11/02/11	5,448 72	6,308.66	859.94	135.00
61	DEERE CO	11/16/11	4,666.50	5,271.62	605.12	113.00
93	DOW CHEMICAL CO	08/19/11	2,474.22	3,006.63	532.41	120.00
85	DOW CHEMICAL CO	09/19/11	2,329.85	2,748.00	418.15	109.00
111	DOW CHEMICAL CO	10/19/11	3,024.88	3,588.58	563.70	143.00
45	DOW CHEMICAL CO	11/02/11	1,278.00	1,454.82	176.82	58.00
66	DOW CHEMICAL CO	11/16/11	1,799.82	2,133.74	333.92	85.00
191	DU PONT E I DE NEMOURS	08/19/11	8,428.16	8,590.89	162.73	329.00
180	DU PONT E I DE NEMOURS	09/19/11	8,289.00	8,096.13	(192.87)	310.00
241	DU PONT E I DE NEMOURS	10/19/11	10,665.46	10,839.82	174.36	415.00
111	DU PONT E I DE NEMOURS	11/02/11	5,346.32	4,992.61	(353.71)	191.00
136	DU PONT E I DE NEMOURS	11/16/11	6,480.90	6,117.08	(363.82)	234.00
813	E M C CORPORATION MASS	06/15/12	20,301.42	20,568.90	267.48	
233	ENI S P A SPONSORED ADR	04/03/12	10,930 69	11,449.62	518.93	500.00
187	EBAY INC COM	09/23/11	6,005.90	9,536.57	3,530.67	

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
37	EBAY INC COM	11/02/11	1,176.23	1,886.91	710.68	
68	EBAY INC COM	11/16/11	2,117.52	3,467.84	1,350.32	
265	EBAY INC COM	12/07/11	8,221.97	13,514.39	5,292.42	
168	ENBRIDGE INC COM	08/19/11	5,239.82	7,277.76	2,037 94	214.00
144	ENBRIDGE INC COM	09/19/11	4,556.84	6,238.08	1,681.24	183.00
197	ENBRIDGE INC COM	10/19/11	6,772.74	8,534.04	1,761.30	251.00
120	ENBRIDGE INC COM	11/02/11	4,069.76	5,198.40	1,128.64	153.00
91	ENBRIDGE INC COM	11/16/11	3,120.39	3,942.12	821.73	116.00
213	EXXON MOBIL CORP COM	09/19/11	15,545.64	18,435.15	2,889.51	486.00
156	EXXON MOBIL CORP COM	10/19/11	12,299 70	13,501.80	1,202.10	356.00
170	EXXON MOBIL CORP COM	11/02/11	13,171.60	14,713.50	1,541.90	388.00
159	EXXON MOBIL CORP COM	11/16/11	12,470.96	13,761.45	1,290 49	363.00
76	EQT CORP	08/19/11	4,018.88	4,482.48	463.60	67.00
65	EQT CORP	09/19/11	4,050.80	3,833.70	(217.10)	58.00
80	EQT CORP	10/19/11	5,327.20	4,718.40	(608 80)	71.00
48	EQT CORP	11/02/11	3,016.80	2,831.04	(185.76)	43.00
49	EQT CORP	11/16/11	3,042.90	2,890.02	(152.88)	44.00

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
27	EXPRESS SCRIPTS HLDG CO	02/16/12	1,517.54	1,458.00	(59.54)	
405	EXPRESS SCRIPTS HLDG CO	04/05/12	23,104.93	21,870.00	(1,234.93)	
215	EXPRESS SCRIPTS HLDG CO	07/26/12	12,224.60	11,610.00	(614.60)	
569	EATON CORP PLC	12/04/12	29,534.28	30,828.42	1,294.14	865.00
329	EMERSON ELEC CO	04/03/12	17,108.66	17,423.84	315.18	540.00
78	FIRSTENERGY CORP	08/19/11	3,271.32	3,257.28	(14.04)	172.00
69	FIRSTENERGY CORP	09/19/11	3,088.37	2,881 44	(204.93)	152.00
90	FIRSTENERGY CORP	10/19/11	4,055.40	3,758.40	(297.00)	198.00
63	FIRSTENERGY CORP	11/02/11	2,884.14	2,630.88	(253.26)	139 00
56	FIRSTENERGY CORP	11/16/11	2,509.36	2,338.56	(170.80)	124.00
30	F5 NETWORKS INC COM	07/26/12	2,839.26	2,914.50	75.24	
168	F5 NETWORKS INC COM	07/27/12	15,869.25	16,321.20	451.95	
294	FIFTH THIRD BANCORP	12/20/12	4,448.81	4,468.80	19.99	118.00
776	FIFTH THIRD BANCORP	12/21/12	11,714.42	11,795.20	80.78	311.00
521	FUSION-IO INC COM	10/04/12	16,120.21	11,946.53	(4,173.68)	
584	GLAXOSMITHKLINE PLC ADR	04/03/12	26,785.28	25,386.48	(1,398.80)	1,355.00
74	GLAXOSMITHKLINE PLC ADR	12/11/12	3,275.25	3,216.78	(58.47)	172.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
43	GENL DYNAMICS CORP COM	07/19/11	3,178.89	2,978.61	(200.28)	88.00
77	GENL DYNAMICS CORP COM	08/14/11	5,941.90	5,333.79	(608.11)	158.00
78	GENL DYNAMICS CORP COM	08/19/11	4,555.71	5,403.06	847.35	180.00
47	GENL DYNAMICS CORP COM	11/02/11	2,919.17	3,255.69	336.52	96.00
42	GENL DYNAMICS CORP COM	11/16/11	2,735.04	2,909.34	174.30	86.00
151	GOLDMAN SACHS GROUP INC	03/15/12	18,627.39	19,261.56	634.17	302.00
414	GENERAL ELECTRIC	08/19/11	6,319 51	8,689.86	2,370.35	315.00
375	GENERAL ELECTRIC	09/19/11	5,994.53	7,871.25	1,876.72	285.00
470	GENERAL ELECTRIC	10/19/11	7,893.65	9,865.30	1,971.65	358.00
279	GENERAL ELECTRIC	11/02/11	4,599.32	5,856.21	1,256.89	213.00
262	GENERAL ELECTRIC	11/16/11	4,211.78	5,499.38	1,287.60	200.00
87	GENERAL MILLS	08/19/11	3,135.08	3,516.54	381.46	115.00
76	GENERAL MILLS	09/19/11	2,836.32	3,071.92	235.60	101.00
107	GENERAL MILLS	10/19/11	4,269.89	4,324.94	55.05	142.00
67	GENERAL MILLS	11/02/11	2,582.18	2,708.14	125.96	89.00
53	GENERAL MILLS	11/16/11	2,072.30	2,142.26	69.96	70.00
24	GOOGLE INC CL A	02/29/12	14,802.86	16,977.12	2,174.26	

PLEASE SEE REVERSE SIDE

Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
30	GOOGLE INC CL A	08/14/12	20,076.38	21,221.40	1,145.02	
15	GOOGLE INC CL A	10/26/12	10,096.13	10,610.70	514.57	
224	GENUINE PARTS CO	04/03/12	14,228.93	14,241.92	12.99	444.00
70	GENUINE PARTS CO	05/23/12	4,326.97	4,450.60	123.63	139.00
33	GENUINE PARTS CO	10/16/12	2,046.41	2,098.14	51.73	66.00
374	GILEAD SCIENCES INC COM	08/14/12	21,538.36	27,470.30	5,931.94	
55	HONEYWELL INTL INC DEL	08/19/11	2,363.90	3,490.85	1,126.95	91.00
53	HONEYWELL INTL INC DEL	09/19/11	2,488.88	3,363.91	875.03	87.00
74	HONEYWELL INTL INC DEL	10/19/11	3,668 18	4,696.78	1,028.60	122 00
36	HONEYWELL INTL INC DEL	11/02/11	1,903.32	2,284.92	381.60	60.00
46	HONEYWELL INTL INC DEL	11/16/11	2,461.92	2,919.62	457.70	76.00
222	HSBC HLDG PLC SP ADR	11/16/11	8,664.95	11,781.54	3,116.59	555.00
86	HSBC HLDG PLC SP ADR	01/09/12	3,281.29	4,564.02	1,282 73	215.00
64	HSBC HLDG PLC SP ADR	01/31/12	2,678.04	3,396.48	718.44	160.00
821	HENNES AND MAURITZ AB-ADR	08/19/11	4,811.06	5,673.11	862.05	170.00
185	HENNES AND MAURITZ AB-ADR	09/19/11	1,054.50	1,278.35	223.85	39.00

Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
581	HENNES AND MAURITZ AB-ADR	09/23/11	3,183.88	4,014.71	830.83	120.00
172	HENNES AND MAURITZ AB-ADR	10/19/11	1,083.60	1,188.52	104.92	36.00
422	HENNES AND MAURITZ AB-ADR	11/16/11	2,544.66	2,916.02	371.36	87.00
671	HENNES AND MAURITZ AB-ADR	01/10/12	4,286.68	4,636.61	349.93	139.00
360	HENNES AND MAURITZ AB-ADR	03/14/12	2,557 87	2,487.60	(70.27)	75.00
250	HENNES AND MAURITZ AB-ADR	04/03/12	1,817.50	1,727.50	(90.00)	52.00
528	HENNES AND MAURITZ AB-ADR	12/11/12	3,433.00	3,648.48	215.48	109.00
304	HOME DEPOT INC	08/19/11	9,787.40	18,802.40	9,015.00	353.00
172	HOME DEPOT INC	09/19/11	5,859.18	10,638.20	4,779.02	200.00
82	HOME DEPOT INC	10/19/11	2,924.94	5,071.70	2,146.76	96.00
203	HOME DEPOT INC	11/02/11	7,346.57	12,555.55	5,208.98	236.00
174	HOME DEPOT INC	11/16/11	6,628.53	10,761.90	4,133.37	202.00
43	IMPERIAL TOB GRP SPS ADR	11/02/11	3,072.35	3,332.07	259.72	146.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
20	IMPERIAL TOB GRP SPS ADR	02/01/12	1,460.83	1,549.80	88.97	68.00
115	IMPERIAL TOB GRP SPS ADR	02/16/12	9,049.72	8,911.35	(138.37)	388.00
65	IMPERIAL TOB GRP SPS ADR	03/29/12	5,282.69	5,036.85	(245.84)	220.00
11	IMPERIAL TOB GRP SPS ADR	07/24/12	836 60	852.39	15.79	38.00
34	IMPERIAL TOB GRP SPS ADR	07/25/12	2,582.42	2,634.66	52.24	115.00
110	IMPERIAL TOB GRP SPS ADR	08/13/12	8,764.83	8,523.90	(240 93)	372.00
7	IMPERIAL TOB GRP SPS ADR	10/16/12	517.79	542.43	24.64	24.00
28	IMPERIAL TOB GRP SPS ADR	10/17/12	2,090.68	2,169.72	79.04	95.00
23	INTUITIVE SURGICAL INC NEW	06/28/12	12,261.59	11,278.51	(983.08)	
15	INTUITIVE SURGICAL INC NEW	10/05/12	7,661.97	7,355.55	(306.42)	
202	INTEL CORP	08/19/11	3,924.15	4,165.24	241.09	182.00
158	INTEL CORP	09/19/11	3,451.73	3,257.96	(193.77)	143.00
195	INTEL CORP	10/19/11	4,751.45	4,020.90	(730.55)	176.00
179	INTEL CORP	11/02/11	4,290.61	3,690.98	(599.63)	162.00
98	INTEL CORP	11/16/11	2,430.72	1,979.52	(451.20)	87.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
49	INTL BUSINESS MACHINES CORP IBM	08/19/11	7,824.32	9,385.95	1,561.63	187.00
39	INTL BUSINESS MACHINES CORP IBM	09/19/11	6,719.31	7,470.45	751.14	133.00
59	INTL BUSINESS MACHINES CORP IBM	10/19/11	10,523.24	11,301.45	778 21	201.00
31	INTL BUSINESS MACHINES CORP IBM	11/02/11	5,721.36	5,938.05	216 69	106.00
30	INTL BUSINESS MACHINES CORP IBM	11/16/11	5,625.00	5,748.50	121.50	102.00
338	JPMORGAN CHASE & CO	08/19/11	11,703.08	14,861 56	3,158.48	406.00
313	JPMORGAN CHASE & CO	09/19/11	10,130.25	13,762.33	3,632.08	376.00
358	JPMORGAN CHASE & CO	10/19/11	12,016.27	15,740.94	3,724.67	430.00
244	JPMORGAN CHASE & CO	11/02/11	8,215.48	10,728.46	2,512.98	293.00
242	JPMORGAN CHASE & CO	11/16/11	7,793.76	10,640.52	2,846.76	291.00
209	JOHNSON AND JOHNSON COM	12/07/11	13,513.46	14,650.90	1,137 44	510.00
30	JOHNSON AND JOHNSON COM	04/03/12	1,974.20	2,103.00	128.80	74.00
455	JOHNSON AND JOHNSON COM	04/03/12	30,027.91	31,895.50	1,867 59	1,111.00
105	JOHNSON AND JOHNSON COM	08/29/12	7,105.06	7,360.50	255.44	257 00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
33	JOHNSON AND JOHNSON COM	10/16/12	2,286.57	2,313.30	26.73	81.00
45	JOHNSON CONTROLS INC	09/19/11	1,349.55	1,380.15	30.60	35.00
80	JOHNSON CONTROLS INC	10/19/11	2,569.60	2,453.60	(116.00)	61.00
142	JOHNSON CONTROLS INC	11/02/11	4,482.32	4,355.14	(127.18)	108.00
115	JOHNSON CONTROLS INC	11/16/11	3,588.00	3,527.05	(60.95)	88.00
169	KRAFT FOODS GROUP INC SHS	04/03/12	6,835.80	7,684.43	848.63	338.00
281	KRAFT FOODS GROUP INC SHS	10/16/12	13,214.42	12,777.07	(437.35)	562.00
60	KIMBERLY CLARK	09/19/11	4,172.99	5,065.80	892.81	178.00
90	KIMBERLY CLARK	10/19/11	6,445.80	7,598.70	1,152.90	267.00
55	KIMBERLY CLARK	11/02/11	3,802.15	4,643.65	841.50	163.00
44	KIMBERLY CLARK	11/16/11	3,115.20	3,714.92	599.72	131.00
118	LAS VEGAS SANDS CORP	08/19/11	4,956.74	5,446.88	490.14	118.00
188	LAS VEGAS SANDS CORP	09/16/11	8,938.76	8,678.08	(260.68)	188.00
226	LAS VEGAS SANDS CORP	09/19/11	10,922.85	10,432.16	(490.69)	226.00
72	LAS VEGAS SANDS CORP	11/02/11	3,517.92	3,323.52	(194.40)	72.00
11	LORILLARD INC	08/19/11	1,205.60	1,283.37	77.77	69.00

PLEASE SEE REVERSE SIDE

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
42	LORILLARD INC	09/19/11	4,691.40	4,900.14	208.74	261.00
54	LORILLARD INC	10/19/11	6,204.60	6,300.18	95.58	335.00
42	LORILLARD INC	11/02/11	4,522.98	4,900.14	377.16	261.00
23	LORILLARD INC	11/16/11	2,500.33	2,683.41	183.08	143.00
144	LORILLARD INC	04/03/12	19,032 48	16,800.48	(2,232.00)	893.00
45	LORILLARD INC	05/23/12	5,687.39	5,250.15	(437.24)	279.00
30	LORILLARD INC	10/16/12	3,511.28	3,500.10	(11.18)	186.00
358	ELI LILLY & CO	10/04/12	17,422.07	17,656.56	234.49	702.00
55	LIMITED BRANDS INC	08/19/11	1,846.10	2,588.30	742.20	55.00
171	LIMITED BRANDS INC	09/19/11	6,846.09	8,047.26	1,201.17	171.00
158	LIMITED BRANDS INC	10/19/11	6,575.26	7,435.48	860.22	158.00
89	LIMITED BRANDS INC	11/02/11	3,864.38	4,188.34	323.96	89.00
76	LIMITED BRANDS INC	11/16/11	3,315.88	3,576.56	260.68	76.00
32	MONSANTO CO NEW DEL COM	09/28/11	2,071.08	3,028.80	957.72	48.00
70	MONSANTO CO NEW DEL COM	10/12/11	5,221.77	6,625.50	1,403.73	105.00
27	MONSANTO CO NEW DEL COM	11/02/11	1,966.14	2,555.55	589.41	41.00
56	MONSANTO CO NEW DEL COM	11/16/11	4,094.16	5,300 40	1,206.24	84 00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
93	MONSANTO CO NEW DEL COM	06/28/12	7,424.68	8,802.45	1,377.77	140.00
125	MARATHON OIL CORP	08/19/11	3,189.31	3,832.50	643.19	85.00
113	MARATHON OIL CORP	09/19/11	2,828.96	3,464.58	635.62	77.00
147	MARATHON OIL CORP	10/19/11	3,660.30	4,507.02	846.72	100.00
72	MARATHON OIL CORP	11/02/11	1,879.20	2,207.52	328.32	49.00
88	MARATHON OIL CORP	11/16/11	2,427.04	2,698.08	271.04	60.00
148	MEADWESTVACO CORP	08/19/11	3,346.96	4,716.76	1,369.80	148.00
131	MEADWESTVACO CORP	09/19/11	3,180.52	4,174.97	994.45	131.00
171	MEADWESTVACO CORP	10/19/11	4,150.15	5,449.77	1,299.62	171.00
90	MEADWESTVACO CORP	11/02/11	2,229.55	2,868.30	638.75	90.00
96	MEADWESTVACO CORP	11/16/11	2,391.01	3,059.52	668.51	96.00
42	MERCK AND CO INC SHS	10/19/11	1,373.58	1,719.48	345.90	73.00
111	MERCK AND CO INC SHS	11/02/11	3,811.19	4,544.34	733.15	191.00
97	MERCK AND CO INC SHS	11/16/11	3,407.61	3,971.18	563.57	167.00
475	MERCK AND CO INC SHS	04/03/12	18,318.61	19,446.50	1,127.89	818.00
945	MERCK AND CO INC SHS	07/26/12	41,071.31	38,688.30	(2,383.01)	1,626.00
32	MARATHON PETROLEUM CORP	08/19/11	1,127.04	2,016.00	888.96	45.00

Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
56	MARATHON PETROLEUM CORP	09/19/11	1,905.68	3,528.00	1,622.32	79.00
66	MARATHON PETROLEUM CORP	10/19/11	2,439.36	4,158.00	1,718.64	93.00
38	MARATHON PETROLEUM CORP	11/02/11	1,414.36	2,394.00	979.64	54.00
79	MARATHON PETROLEUM CORP	11/16/11	2,726.29	4,977.00	2,250.71	111.00
321	MICHAEL KORS HLDGS LTD SHS	04/05/12	15,281.81	16,380.63	1,098.82	
15	MCDONALDS CORP COM	09/19/11	1,321.08	1,323.15	2.07	47.00
132	MCDONALDS CORP COM	10/19/11	11,932.14	11,643.72	(288.42)	407.00
84	MCDONALDS CORP COM	11/02/11	7,797.72	7,409.64	(388.08)	259.00
66	MCDONALDS CORP COM	11/16/11	6,172.98	5,821.86	(351.12)	204.00
222	MCDONALDS CORP COM	04/03/12	21,959.24	19,582.62	(2,376.62)	684.00
60	MCDONALDS CORP COM	05/18/12	5,431.18	5,292.60	(138.58)	185.00
415	MCDONALDS CORP COM	06/15/12	37,644 94	36,607.15	(1,037.79)	1,279.00
30	MCDONALDS CORP COM	08/13/12	2,634.68	2,646.30	11.62	93.00
605	MICROSOFT CORP	12/22/11	15,596.53	16,159.37	562.84	557.00
875	MICROSOFT CORP	01/25/12	25,898.69	23,370.99	(2,527.70)	805.00
395	MICROSOFT CORP	04/13/12	12,197.05	10,550.33	(1,646.72)	364.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
100	MICROSOFT CORP	05/18/12	2,943.03	2,670.97	(272.06)	92.00
95	MICROSOFT CORP	05/23/12	2,736 13	2,537.42	(198.71)	88.00
555	MICROSOFT CORP	06/15/12	16,662.49	14,823.88	(1,838.61)	511.00
245	MICROSOFT CORP	07/12/12	7,075.16	6,543.88	(531.28)	226.00
131	MICROSOFT CORP	12/11/12	3,571 78	3,498.97	(72.81)	121.00
138	NATIONAL BANK CANADA	04/03/12	11,026.20	10,705.14	(321.06)	464.00
93	NATIONAL-OILWELL VARCO INC	11/30/11	6,613.32	6,356.55	(256.77)	49.00
220	NATIONAL-OILWELL VARCO INC	07/26/12	16,043.35	15,037.00	(1,006.35)	115.00
19	NOVARTIS ADR	09/19/11	1,047.49	1,202.70	155.21	41.00
96	NOVARTIS ADR	09/23/11	5,136.96	6,076.80	939.84	203.00
30	NOVARTIS ADR	10/19/11	1,723.20	1,899.00	175.80	64.00
218	NOVARTIS ADR	11/02/11	12,156.70	13,799.40	1,642.70	460.00
133	NOVARTIS ADR	11/16/11	7,324.94	8,418.90	1,093.96	281.00
104	NEXTERA ENERGY INC SHS	08/19/11	5,653.91	7,195.76	1,541.85	250.00
90	NEXTERA ENERGY INC SHS	09/19/11	4,926.60	6,227.10	1,300.50	216.00
127	NEXTERA ENERGY INC SHS	10/19/11	7,014.48	8,787.13	1,772.65	305.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
74	NEXTERA ENERGY INC SHS	11/02/11	4,195 80	5,120.06	924.26	178.00
74	NEXTERA ENERGY INC SHS	11/16/11	4,093.68	5,120.06	1,026.38	178.00
380	NESTLE S A REP RG SH ADR	04/03/12	23,909.60	24,764.60	855.00	673.00
35	NESTLE S A REP RG SH ADR	07/24/12	2,043.30	2,280.95	237.65	62.00
105	NORTHEAST UTILITIES COM	08/19/11	3,407.82	4,103 40	695.58	145.00
86	NORTHEAST UTILITIES COM	09/19/11	2,964.42	3,360.88	396.46	118.00
127	NORTHEAST UTILITIES COM	10/19/11	4,269.17	4,963.16	693.99	175.00
72	NORTHEAST UTILITIES COM	11/02/11	2,477.52	2,813.76	336.24	99.00
71	NORTHEAST UTILITIES COM	11/16/11	2,457.31	2,774.68	317.37	98.00
63	NORTHROP GRUMMAN CORP	08/19/11	3,140.55	4,257.54	1,116.99	139.00
56	NORTHROP GRUMMAN CORP	09/19/11	3,020.64	3,784.48	763.84	124.00
75	NORTHROP GRUMMAN CORP	10/19/11	4,094.25	5,068.50	974.25	165.00
46	NORTHROP GRUMMAN CORP	11/02/11	2,578.76	3,108.68	529 92	102.00
41	NORTHROP GRUMMAN CORP	11/16/11	2,415.72	2,770.78	355.06	91.00
99	OCCIDENTAL PETE CORP CAL	08/19/11	8,105.13	7,584.39	(520.74)	214.00
77	OCCIDENTAL PETE CORP CAL	09/19/11	6,315.54	5,898.97	(416.57)	167.00
97	OCCIDENTAL PETE CORP CAL	10/19/11	8,349.76	7,431 17	(918.59)	210.00

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
55	OCCIDENTAL PETE CORP CAL	11/02/11	5,133.15	4,213.55	(919.60)	119.00
52	OCCIDENTAL PETE CORP CAL	11/16/11	5,178.16	3,983.72	(1,194.44)	113.00
656	ORACLE CORP $0.01 DEL	08/29/12	20,704.54	21,857.92	1,153.38	158.00
15	PRICELINE COM INC	04/27/12	11,445.55	9,305.85	(2,139.70)	
20	PRICELINE COM INC	06/15/12	13,031.90	12,407.80	(624.10)	
22	PRUDENTIAL FINANCIAL INC	07/19/11	1,321.30	1,173.26	(148.04)	36.00
56	PRUDENTIAL FINANCIAL INC	08/19/11	2,632.56	2,986.48	353.92	90.00
52	PRUDENTIAL FINANCIAL INC	09/19/11	2,553.72	2,773.16	219.44	84.00
55	PRUDENTIAL FINANCIAL INC	10/19/11	2,850.10	2,933.15	83.05	88.00
30	PRUDENTIAL FINANCIAL INC	11/02/11	1,608.00	1,599.90	(8.10)	48.00
38	PRUDENTIAL FINANCIAL INC	11/16/11	2,006.02	2,026.54	20.52	61.00
153	PRUDENTIAL FINANCIAL INC	08/29/12	8,344.28	8,159.49	(184.79)	245.00
84	PEABODY ENERGY CORP COM	08/19/11	3,661.56	2,235.24	(1,426.32)	29.00
71	PEABODY ENERGY CORP COM	09/19/11	3,168.73	1,889.31	(1,279.42)	25.00
83	PEABODY ENERGY CORP COM	10/19/11	3,220.40	2,208.63	(1,011.77)	29.00
36	PEABODY ENERGY CORP COM	11/02/11	1,510.20	957.96	(552.24)	13.00
56	PEABODY ENERGY CORP COM	11/16/11	2,214.80	1,490.16	(724.64)	20.00

Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
66	PHILIP MORRIS INTL INC	08/19/11	4,580.40	5,520.24	939.84	225.00
125	PHILIP MORRIS INTL INC	09/19/11	8,473.03	10,455.00	1,981.97	425.00
153	PHILIP MORRIS INTL INC	10/19/11	10,227.36	12,796.92	2,569.56	521.00
98	PHILIP MORRIS INTL INC	11/02/11	6,819.82	8,196.72	1,376.90	334.00
81	PHILIP MORRIS INTL INC	11/16/11	5,774 49	6,774 84	1,000.35	276.00
311	PHILIP MORRIS INTL INC	04/03/12	27,553.11	26,012.04	(1,541.07)	1,058.00
2,144	POWER ASSETS HLDGS LTD	04/03/12	15,758.40	18,309.76	2,551.36	564.00
38	PHILLIPS 66 SHS	08/19/11	1,114.52	2,017.80	903.28	38.00
37	PHILLIPS 66 SHS	09/19/11	1,122.82	1,964.70	841.88	37.00
45	PHILLIPS 66 SHS	10/19/11	1,445.71	2,389.50	943.79	45.00
27	PHILLIPS 66 SHS	11/02/11	861.79	1,433.70	571.91	27.00
27	PHILLIPS 66 SHS	11/16/11	879.73	1,433.70	553.97	27.00
28	PEPSICO INC	04/03/12	1,866.63	1,916.04	49.41	61.00
655	PEPSICO INC	07/12/12	45,829.24	44,821.65	(1,007.59)	1,409.00
91	PFIZER INC	10/19/11	1,721 31	2,282.22	560.91	88.00
185	PFIZER INC	11/02/11	3,619.28	4,639.67	1,020.39	178.00
169	PFIZER INC	11/16/11	3,316.63	4,238.40	921.77	163.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
1,430	PFIZER INC	12/16/11	30,202.46	35,863.40	5,660.94	1,373.00
1,595	PFIZER INC	04/03/12	36,010.00	40,001.48	3,991.48	1,532.00
15	PRAXAIR INC	08/19/11	1,376.10	1,641.75	265.65	33.00
58	PRAXAIR INC	09/19/11	5,744.90	6,348.10	603.20	128.00
82	PRAXAIR INC	10/19/11	8,391.06	8,974.90	583.84	181.00
44	PRAXAIR INC	11/02/11	4,428.60	4,815.80	387.20	97.00
46	PRAXAIR INC	11/16/11	4,595.86	5,034.70	438.84	102.00
12	PRECISION CASTPARTS	09/16/11	2,032.02	2,273.04	241.02	2.00
24	PRECISION CASTPARTS	09/19/11	4,124.40	4,546.08	421.68	3.00
9	PRECISION CASTPARTS	11/02/11	1,465.20	1,704 78	239 58	2.00
13	PRECISION CASTPARTS	11/16/11	2,111.98	2,462.46	350.48	2.00
70	PRECISION CASTPARTS	04/27/12	12,434.21	13,259.40	825.19	9.00
38	PROCTER & GAMBLE CO	09/23/11	2,310.02	2,579.82	269.80	86.00
81	PROCTER & GAMBLE CO	10/19/11	5,243.13	5,499.09	255.96	183 00
236	PROCTER & GAMBLE CO	11/02/11	14,819.62	16,022.04	1,202.42	531.00
154	PROCTER & GAMBLE CO	11/16/11	9,747.52	10,455.06	707.54	347.00
104	PUB SVC ENTERPRISE GRP	08/19/11	3,309.72	3,182.40	(127.32)	148.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
87	PUB SVC ENTERPRISE GRP	09/19/11	2,973.66	2,662.20	(311.46)	124 00
122	PUB SVC ENTERPRISE GRP	10/19/11	4,068.15	3,733.20	(334.95)	174.00
70	PUB SVC ENTERPRISE GRP	11/02/11	2,363.20	2,142.00	(221.20)	100.00
77	PUB SVC ENTERPRISE GRP	11/16/11	2,531.76	2,356.20	(175.56)	110.00
381	QUALCOMM INC	08/19/11	18,130 80	23,568.51	5,437.71	382.00
343	QUALCOMM INC	09/19/11	18,197.18	21,217.84	3,020.66	344.00
119	QUALCOMM INC	11/02/11	6,161.23	7,361.29	1,200.06	119.00
222	QUALCOMM INC	11/16/11	12,690.08	13,732.83	1,042.75	222.00
18	RIO TINTO PLC SPNSRD ADR	10/11/11	918.33	1,045.62	127.29	30.00
134	RIO TINTO PLC SPNSRD ADR	10/19/11	6,644.06	7,784.06	1,140.00	222.00
71	RIO TINTO PLC SPNSRD ADR	11/02/11	3,848.19	4,124.39	276.20	118.00
143	RIO TINTO PLC SPNSRD ADR	11/16/11	7,716.42	8,306.87	590.45	237.00
131	RAYTHEON CO DELAWARE NEW	08/19/11	5,270.68	7,540.36	2,269.68	262.00
121	RAYTHEON CO DELAWARE NEW	09/19/11	5,025.13	6,964.76	1,939.63	242.00
165	RAYTHEON CO DELAWARE NEW	10/19/11	7,123.88	9,497.40	2,373.52	330.00
102	RAYTHEON CO DELAWARE NEW	11/02/11	4,416.11	5,871.12	1,455.01	204.00
89	RAYTHEON CO DELAWARE NEW	11/16/11	4,000.11	5,122.84	1,122.73	178.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
27	RED HAT INC	08/19/11	874.64	1,429.92	555.28	
156	RED HAT INC	09/19/11	6,308.19	8,261.76	1,953 57	
58	RED HAT INC	11/02/11	2,855.34	3,071.68	216.34	
84	RED HAT INC	11/16/11	4,400.76	4,448.64	47.88	
321	REYNOLDS AMERICAN INC	04/03/12	13,307.06	13,299.03	(8.03)	758.00
374	ROYAL DUTCH SHEL PLC SPONS ADR B	04/03/12	26,761.01	26,512.86	(248.15)	1,287.00
361	RECKITT BENCKISER GROUP PLC SHS SPONSORE ADR	09/19/11	3,725.52	4,628.02	902.50	129.00
349	RECKITT BENCKISER GROUP PLC SHS SPONSORE ADR	11/16/11	3,545.84	4,474.18	928.34	125.00
255	RECKITT BENCKISER GROUP PLC SHS SPONSORE ADR	02/01/12	2,767.23	3,269.10	501.87	92.00
295	RECKITT BENCKISER GROUP PLC SHS SPONSORE ADR	03/14/12	3,296.60	3,781.90	485.30	106.00
183	RECKITT BENCKISER GROUP PLC SHS SPONSORE ADR	10/16/12	2,173.97	2,346.06	172 09	66.00
127	ROCHE HLDG LTD SPN ADR	07/16/12	5,484.57	6,413.50	928.93	198.00
89	ROCHE HLDG LTD SPN ADR	07/17/12	3,835.01	4,494.50	659 49	138.00
130	ROCHE HLDG LTD SPN ADR	08/13/12	5,855.81	6,565.00	709.19	201.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
293	ROCHE HLDG LTD SPN ADR	10/16/12	14,649.27	14,796.50	147.23	452.00
148	ROGERS COMMUNICATIONS B	08/19/11	5,520.77	6,736.96	1,216.19	236.00
101	ROGERS COMMUNICATIONS B	09/19/11	3,792.55	4,597.52	804.97	161.00
24	ROGERS COMMUNICATIONS B	10/19/11	873.12	1,092.48	219.36	39.00
97	ROGERS COMMUNICATIONS B	11/02/11	3,586.09	4,415.44	829.35	155.00
131	ROGERS COMMUNICATIONS B	11/16/11	4,722.47	5,963.12	1,240.65	209.00
52	SEMPRA ENERGY	08/19/11	2,540.72	3,688.88	1,148.16	125.00
46	SEMPRA ENERGY	09/19/11	2,416.38	3,263.24	846.86	111.00
62	SEMPRA ENERGY	10/19/11	3,305.84	4,398.28	1,092.44	149.00
37	SEMPRA ENERGY	11/02/11	1,970 62	2,624.78	654.16	89.00
38	SEMPRA ENERGY	11/16/11	2,009.82	2,695.72	685.90	92 00
18	SCHLUMBERGER LTD	09/19/11	1,271.34	1,247.37	(23.97)	20.00
35	SCHLUMBERGER LTD	10/19/11	2,473.80	2,425.45	(48.35)	39.00
123	SCHLUMBERGER LTD	11/02/11	8,961.17	8,523.73	(437.44)	136 00
104	SCHLUMBERGER LTD	11/16/11	7,871.96	7,207.05	(664.91)	115.00
275	SANOFI ADR	09/19/11	8,924.03	13,029.50	4,105.47	394.00
79	SANOFI ADR	10/19/11	2,737.35	3,743.02	1,005.67	113.00

PLEASE SEE REVERSE SIDE

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
42	SANOFI ADR	11/02/11	1,453.40	1,989.96	536.56	61.00
232	SANOFI ADR	11/16/11	7,792.00	10,992.16	3,200.16	332.00
20	SALESFORCE COM INC	07/19/11	3,181.80	3,362.00	180.20	
120	SALESFORCE COM INC	08/19/11	13,595.18	20,172.00	6,576.82	
3	SALESFORCE COM INC	09/19/11	403.35	504.30	100.95	
22	SALESFORCE COM INC	11/02/11	2,899.60	3,698.20	798.60	
27	SALESFORCE COM INC	11/16/11	3,657.69	4,538.70	881.01	
279	SINGAPORE TELECOMM LT AD	04/04/12	6,981.44	7,599.96	618.52	345.00
100	SINGAPORE TELECOMM LT AD	05/23/12	2,434.84	2,724.00	289.16	124.00
895	SVENSKA HANDELSBANKEN AB SHS	04/03/12	14,320.00	16,136.85	1,816.85	501.00
138	STANLEY BLACK & DECKER INC	10/12/11	7,993.48	10,207.86	2,214.38	271.00
25	STANLEY BLACK & DECKER INC	11/02/11	1,609.00	1,849.25	240.25	49.00
55	STANLEY BLACK & DECKER INC	11/16/11	3,693.25	4,068.35	375.10	108.00
210	STANLEY BLACK & DECKER INC	07/26/12	13,837.05	15,533.70	1,696.65	412.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
141	SOUTHERN COMPANY	08/19/11	5,661.15	6,036.21	375.06	277.00
112	SOUTHERN COMPANY	09/19/11	4,749.36	4,794.72	45.36	220.00
161	SOUTHERN COMPANY	10/19/11	6,964.06	6,892.41	(71.65)	316.00
100	SOUTHERN COMPANY	11/02/11	4,334.50	4,281.00	(53.50)	196.00
84	SOUTHERN COMPANY	11/16/11	3,627.96	3,596.04	(31.92)	165.00
209	STARBUCKS CORP	08/19/11	7,500.26	11,208.67	3,708.41	176.00
102	STARBUCKS CORP	09/19/11	4,076 93	5,470.26	1,393.33	86.00
79	STARBUCKS CORP	11/02/11	3,301.41	4,236.77	935.36	67.00
98	STARBUCKS CORP	11/16/11	4,283.58	5,255.74	972.16	83.00
5	TOTAL S.A. SP ADR	09/19/11	220.88	260.05	39.17	13.00
147	TOTAL S.A. SP ADR	10/19/11	7,607.24	7,645.47	38.23	369.00
92	TOTAL S.A. SP ADR	11/02/11	4,697.52	4,784.92	87.40	231.00
67	TOTAL S.A. SP ADR	11/16/11	3,388.19	3,484.67	96.48	168.00
474	TOTAL S.A. SP ADR	04/03/12	24,479.97	24,652.74	172.77	1,188.00
759	TESCO PLC SPNRD ADR	04/03/12	12,197.13	12,584.22	387.09	501.00
170	TESCO PLC SPNRD ADR	04/03/12	2,733.48	2,818.60	85.12	113.00
285	TESCO PLC SPNRD ADR	05/18/12	4,277.00	4,725.30	448.30	188.00

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
152	TESCO PLC SPNRD ADR	10/16/12	2,284.47	2,520.16	235.69	101.00
572	TAIWAN S MANUFCTRING ADR	04/03/12	8,829 22	9,815.52	986.30	228.00
52	3M COMPANY	08/19/11	4,036.76	4,828.20	791.44	123.00
53	3M COMPANY	09/19/11	4,161.03	4,921.05	760.02	126 00
66	3M COMPANY	10/19/11	5,179.68	6,128.10	948.42	156.00
35	3M COMPANY	11/02/11	2,747.85	3,249.75	501.90	83.00
37	3M COMPANY	11/16/11	3,008.47	3,435.45	426.98	88.00
150	TRAVELERS COS INC	08/19/11	7,466.17	10,773.00	3,306.83	276 00
139	TRAVELERS COS INC	09/19/11	6,911.78	9,982.98	3,071.20	256.00
146	TRAVELERS COS INC	10/19/11	7,878.16	10,485.72	2,607.56	269.00
143	TRAVELERS COS INC	11/02/11	8,227.65	10,270.26	2,042.61	264 00
107	TRAVELERS COS INC	11/16/11	6,004.31	7,684.74	1,680.43	197.00
427	TESLA MTRS INC	11/16/11	14,494.09	14,462.49	(31.60)	
141	TEREX CORP DEL NEW COM	08/19/11	1,978.89	3,963.51	1,984.62	
111	TEREX CORP DEL NEW COM	09/19/11	1,477.52	3,120.21	1,642.69	
93	TEREX CORP DEL NEW COM	11/16/11	1,532.64	2,614.23	1,081.59	
305	TEREX CORP DEL NEW COM	10/05/12	7,285.26	8,573.55	1,288.29	

Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
25	TORONTO DOMINION BANK	08/19/11	1,812.00	2,108.25	296.25	78.00
37	TORONTO DOMINION BANK	09/19/11	2,740.59	3,120.21	379.62	115.00
49	TORONTO DOMINION BANK	10/19/11	3,596.11	4,132.17	536.06	153.00
29	TORONTO DOMINION BANK	11/02/11	2,121.35	2,445.57	324.22	91.00
27	TORONTO DOMINION BANK	11/16/11	1,900.53	2,276.91	376.38	84.00
95	TORONTO DOMINION BANK	08/30/12	7,724.53	8,011.35	286.82	296.00
133	UNILEVER NV NY REG SHS	08/19/11	4,367.23	5,093.90	726.67	139.00
215	UNILEVER NV NY REG SHS	09/19/11	6,603.66	8,234.50	1,630.84	225.00
284	UNILEVER NV NY REG SHS	10/19/11	9,519.68	10,877.20	1,357.52	296 00
172	UNILEVER NV NY REG SHS	11/02/11	5,869.45	6,587.60	718.15	180.00
140	UNILEVER NV NY REG SHS	11/16/11	4,593.39	5,362.00	768.61	146.00
702	UNILEVER NV NY REG SHS	04/03/12	24,273.41	26,886 60	2,613.19	732.00
89	UNITED PARCEL SVC CL B	04/13/12	7,047.21	6,561.97	(485.24)	203.00
40	UNITED PARCEL SVC CL B	07/24/12	2,953.08	2,949.20	(3.88)	92.00
183	US BANCORP (NEW)	08/19/11	3,829.13	5,845.02	2,015.89	143.00
189	US BANCORP (NEW)	09/19/11	4,493.59	6,036.66	1,543.07	148.00
225	US BANCORP (NEW)	10/19/11	5,590.13	7,186.50	1,596.37	176.00

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
139	US BANCORP (NEW)	11/02/11	3,533.19	4,439.68	906.47	109.00
138	US BANCORP (NEW)	11/16/11	3,522.53	4,407.72	885.19	108.00
360	US BANCORP (NEW)	07/24/12	11,977.27	11,498.40	(478.87)	281.00
59	US BANCORP (NEW)	08/13/12	1,953 36	1,884.46	(68.90)	47.00
333	UNDER ARMOUR INC	05/02/12	16,808.22	16,160.49	(647.73)	
62	UNITED TECHS CORP COM	08/19/11	4,221.58	5,084.62	863.04	133.00
107	UNITED TECHS CORP COM	09/19/11	8,028.21	8,775.07	746.86	229.00
140	UNITED TECHS CORP COM	10/19/11	10,357.98	11,481.40	1,123.42	300.00
79	UNITED TECHS CORP COM	11/02/11	6,096.43	6,478.79	382.36	170.00
90	UNITED TECHS CORP COM	11/16/11	7,010.10	7,380.90	370.80	193.00
306	UNITED TECHS CORP COM	04/03/12	25,373.52	25,095.06	(278.46)	655.00
26	UNITED TECHS CORP COM	10/16/12	2,016.30	2,132.26	115.96	56.00
53	V F CORPORATION	08/19/11	5,629.66	8,001.41	2,371.75	185.00
48	V F CORPORATION	09/19/11	6,001.92	7,246.56	1,244.64	168.00
71	V F CORPORATION	10/19/11	9,360.64	10,718.87	1,358.23	248.00
39	V F CORPORATION	11/02/11	5,375.76	5,887.83	512.07	138.00
36	V F CORPORATION	11/16/11	4,827.60	5,434.92	607 32	126.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
372	VERIZON COMMUNICATNS COM	09/19/11	13,457.25	16,096.44	2,639 19	767.00
329	VERIZON COMMUNICATNS COM	10/19/11	12,248.64	14,235.83	1,987.19	678.00
360	VERIZON COMMUNICATNS COM	11/02/11	13,286.02	15,577.20	2,291.18	742.00
282	VERIZON COMMUNICATNS COM	11/16/11	10,401.57	12,202.14	1,800.57	581.00
605	VERIZON COMMUNICATNS COM	04/03/12	23,295.83	26,178.35	2,882.52	1,247.00
245	VERIZON COMMUNICATNS COM	05/02/12	9,926.76	10,601.15	674.39	505.00
73	VODAFONE GROP PLC SP ADR	11/16/11	2,003.30	1,838.87	(164.43)	110.00
636	VODAFONE GROP PLC SP ADR	11/29/11	16,906.15	16,020 84	(885.31)	954.00
126	VODAFONE GROP PLC SP ADR	01/09/12	3,476.18	3,173.94	(302.24)	189.00
410	VODAFONE GROP PLC SP ADR	02/16/12	11,227.77	10,327.90	(899.87)	615.00
340	VODAFONE GROP PLC SP ADR	03/27/12	9,495.42	8,564.60	(930.82)	510.00
56	VMWARE, INC.	07/19/11	5,891.99	5,271.84	(620.15)	
95	VMWARE, INC.	08/19/11	7,490.75	8,943.30	1,452.55	
36	VMWARE, INC.	11/16/11	3,690.00	3,389.04	(300.96)	
163	VISA INC CL A SHRS	04/05/12	19,710.24	24,707.54	4,997.30	216.00
253	VALEANT PHARMACEUTICALS INTERNATIONL INC	02/29/12	13,410.21	15,121.81	1,711.60	

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
76	KONE OYJ EUR PAR ORDINARY EST MKT PRICE AS OF 12/28/12	04/03/12	4,289.10	5,591.07	1,301.97	
60	KONE OYJ EUR PAR ORDINARY	04/03/12	3,375.00	4,414.00	1,039.00	
443	EUTELSAT COMMUNICATIONS, .5 EUR PAR ORDINARY	04/03/12	16,568.20	14,659.67	(1,908.53)	
75	EUTELSAT COMMUNICATIONS, .5 EUR PAR ORDINARY	06/21/12	2,209.85	2,481.89	272.04	
284	LEGRAND SA 4 EUR PAR ORDINARY	04/03/12	10,508.00	11,934.82	1,426.82	
60	LEGRAND SA 4 EUR PAR ORDINARY	04/03/12	2,190.00	2,521.44	331.44	
85	ACE LIMITED	10/06/11	5,159.56	6,783.00	1,623.44	167.00
52	ACE LIMITED	10/19/11	3,416.92	4,149.60	732.68	102.00
35	ACE LIMITED	11/02/11	2,509.85	2,793.00	283.15	69.00
34	ACE LIMITED	11/16/11	2,355.86	2,713.20	357.34	67.00
17	WAL-MART STORES INC	09/19/11	886.63	1,159.91	273.28	28.00
61	WAL-MART STORES INC	10/19/11	3,430.03	4,162.03	732.00	97.00
159	WAL-MART STORES INC	11/02/11	9,049.69	10,848.57	1,798.88	253.00

Merrill Lynch

MILES FOUNDATION

TRUST MANAGEMENT ACCOUNT

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
127	WAL-MART STORES INC	11/16/11	7,214 86	8,665.21	1,450.35	202.00
234	WEYERHAEUSER CO	08/19/11	3,737.96	6,509.88	2,771.92	160.00
212	WEYERHAEUSER CO	09/19/11	3,675.15	5,897.84	2,222.69	145.00
268	WEYERHAEUSER CO	10/19/11	4,487.66	7,455.76	2,968.10	183.00
148	WEYERHAEUSER CO	11/02/11	2,575.20	4,117.36	1,542.16	101.00
143	WEYERHAEUSER CO	11/16/11	2,360.22	3,978.26	1,618.04	98.00
8	WHOLE FOODS MKT INC COM	08/19/11	465.06	729.28	264.22	7.00
63	WHOLE FOODS MKT INC COM	09/19/11	4,405.59	5,743.08	1,337.49	51.00
37	WHOLE FOODS MKT INC COM	11/02/11	2,597.40	3,372.92	775.52	30.00
39	WHOLE FOODS MKT INC COM	11/16/11	2,634.74	3,555.24	920.50	32.00
273	WELLS FARGO & CO NEW DEL	09/19/11	6,627.08	9,331.14	2,704.06	241.00
421	WELLS FARGO & CO NEW DEL	10/19/11	10,863.91	14,389.78	3,525.87	371.00
226	WELLS FARGO & CO NEW DEL	11/02/11	5,724.58	7,724.68	2,000 10	199.00
1,049	WELLS FARGO & CO NEW DEL	11/16/11	26,251.64	35,854.82	9,603.18	923.00
355	WELLS FARGO & CO NEW DEL	02/29/12	11,138.23	12,133.90	995.67	313.00
	Total Equities		4,145,830.68	4,635,665.43	489,834.75	124,291.00

Merrill Lynch

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Mutual Funds/Closed End Funds/UIT					
13,053	ISHARES MSCI EMERGING MKTS INDEX FD	07/19/11	529,614.79	578,900.55	49,285.76	9,712.00
148,317	BLACKROCK FLOATING RATE INCOME PORTFOLIO CL INST	09/04/12	1,534,076.42	1,541,013.63	6,937.21	71,041.00
26,349	MID CAP VALUE OPPS PORTFOLIO CLS	07/22/11	271,037.19	324,619.68	53,582.49	4,980.00
155,917	BLACKROCK STRATEGIC INCOME OPPRTNTS PTF INST	10/19/11	1,520,212.66	1,574,761.70	54,549.04	52,850.00
	Total Mutual Funds/Closed End Funds/UIT		**3,854,941.06**	**4,019,295.56**	**164,354.50**	**138,583.00**

ATTACHMENT 10A
PAGE 49 OF 49

The Miles Foundation

Organization Information

Executive Summary of the Organization*

Briefly summarize the organization's history, mission, and goals. Describe the need or problem your organization is trying to address.

Character Limit: 1000

Organization Strategy

Describe what makes your organization effective including any unique approaches your organization uses to address the need or problem.

Character Limit: 750

Organization Challenges

Describe the greatest challenges facing your organization.

Character Limit: 500

Organization Partnerships*

Describe how your organization works with other organizations (nonprofits, corporations, government entities, etc.) to address the need or problem.

Character Limit: 750

Staff*

How many paid staff members are in your organization?

Character Limit: 500

Volunteers*

Describe your organization's use of volunteers.

Character Limit: 500

Grant Request Information

Primary Purpose of Grant Request*

State the primary purpose of this grant request and the need or problem you are seeking to address, including any attributes that make this request unique.

Character Limit: 1500

Population Served*
Describe the population you plan to serve and state the total number of people this project expects to reach. Describe how they will benefit from the grant if awarded.

Character Limit: 1500

Geographic Area Served*
State the city and county that will ultimately benefit if this grant is awarded.

Character Limit: 500

Project Duration*
What is the anticipated duration of the project? Provide the beginning and ending dates for the project.

Character Limit: 250

Expected Outcomes*
What are the expected outcome(s) of the project?

Character Limit: 500

Outcome Measurement*
Please describe how you plan to measure or evaluate the expected outcomes.

Character Limit: 500

Project Updates and Reporting*
Describe how you will provide regular project updates and reporting to The Miles Foundation if this request is approved.

Character Limit: 500

Future Support*
Describe the plans to support the project after the term of this grant.

Character Limit: 500

Total Project Budget*
Character Limit: 20

Please provide a detailed breakdown of the total project budget. If this grant request is for general operating funds, include the annual budget. If providing as an attachment, please indicate here. *

Character Limit: 500

Requested Amount*
Character Limit: 20

Please provide a detailed breakdown of how the funds requested will be utilized. The intent is to tell us exactly what part of the total project budget this grant request addresses. If providing as an attachment please indicate here. *

Character Limit: 500

Amount Raised*

Indicate the amount raised for the project so far.

Character Limit: 20

Additional Support*

Provide an updated list of all requests and pending requests to other entities asking for support on this project with amounts and responses to date. Indicate when you expect to hear back on pending requests. If providing as an attachment, please indicate here.

Character Limit: 1000

Matching Funds*

Is the requested funding part of a matching program?

Choices

Yes
No

If yes, provide the details.

Character Limit: 500

File Uploads and Supporting Documents

Key Staff and Directors or Trustees *

Provide a list of the key staff members and all directors or trustees and their affiliations.

File Size Limit: 1 MB

Organization Budget*

Provide the current operating budget and next year's (if available).

File Size Limit: 1 MB

Project Budget

Provide the project budget if not provided in narrative form above.

File Size Limit: 1 MB

Requested Amount Budget

Provide the requested amount budget if not provided in narrative above.

File Size Limit: 1 MB

Additional Support
Please attach a list of individuals, corporations, and foundations in which you have submitted a grant request for this project.

File Size Limit: 1 MB

Balance Sheet*
Please attach your balance sheet

File Size Limit: 2 MB

Income Statement*
Please attach your most recent Profit and Loss Statement

File Size Limit: 2 MB

Financial audit
Please upload your most recent financial audit.

File Size Limit: 2 MB

501(c)(3)*
Upload a copy of your IRS 501(c)(3) determination letter

File Size Limit: 2 MB

IRS Form 990*
Upload a complete copy of your latest IRS Form 990.

File Size Limit: 5 MB

Supporting Documents

Supporting Document
Please provide additional information that may be relevant to this grant application.

File Size Limit· 2 MB

Additional Supporting Documents
Provide any additional documents that may be relevant to this grant application.

File Size Limit: 2 MB

FORM 990PF - PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE MILES FOUNDATION, INC. RESTRICTS GRANTS TO ORGANIZATIONS IN THE DALLAS-FORT WORTH AREA IN THE AREAS OF SCIENCE, TECHNOLOGY, ENGINEERING, AND MATH (STEM) EDUCATION, FINANCIAL LITERACY, AND MILITARY HISTORY. ORGANIZATIONS APPLYING FOR FUNDS MUST BE TAX EXEMPT UNDER SECTIONS 501(C)(3) OR 170(C) OF THE INTERNAL REVENUE CODE AND BE CLASSIFIED AS A PUBLIC CHARITY UNDER SECTION 509(A) OF THE INTERNAL REVENUE CODE. ORGANIZATIONS MAY ONLY APPLY FOR FUNDS ONCE PER CALENDAR YEAR.

FORM 990PF - PART VII-A - CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN
THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	20-6189386
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362
HEARTLAND MILES INVESTMENTS 545 E. JOHN CARPENTER FRWY #300 IRVING, TX 75062	45-2502580
HEARTLAND CAPITAL FUNDING, LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	N/A Disregarded Entity of The Miles Fdn.
MILES PRODUCTION MANAGMENT LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362
MILES HILLTOP LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362

FORM 990PF - PART VII-A - TRANSFERS TO CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362	AD VALOREM TAXES	4,858
HEARTLAND MILES INVESTMENTS 545 E. JOHN CARPENTER FRWY #300 IRVING, TX 75062	45-2502580	CAPITAL INVESTMENTS	1,250,000
HEARTLAND CAPITAL FUNDING, LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	N/A	CAPITAL INVESTMENTS	850,000