Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation

HAROLD W. AND LOIS F. MILNER FOUNDATION

A Employer identification number

88-0508130

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

8229 TURTLE CREEK CIRCLE

B Telephone number

435-649-9130

City or town, state, and ZIP code

LAS VEGAS, NV 89113

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)* ▶$ 621,237.

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))

		(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	75,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	16,791.	16,791.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28,304.			
	b Gross sales price for all assets on line 6a 277,695.				
	7 Capital gain net income (from Part IV, line 2)		28,304.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	120,095.	45,095.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	5,035.	0.		5,035.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	371.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	7,819.	7,819.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,225.	7,819.		5,035.
	25 Contributions, gifts, grants paid	118,815.			118,815.
	26 **Total expenses and disbursements.** Add lines 24 and 25	132,040.	7,819.		123,850.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-11,945.			
	b **Net investment income** (if negative, enter -0-)		37,276.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	63,554.	16,973.	16,973.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	481,354.	515,990.	604,264.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	544,908.	532,963.	621,237.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	544,908.	532,963.	
	30 **Total net assets or fund balances**	544,908.	532,963.	
	31 **Total liabilities and net assets/fund balances**	544,908.	532,963.	

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	544,908.
2	Enter amount from Part I, line 27a	2	-11,945.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	532,963.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	532,963.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
c	PUBLICLY TRADED SECURITIES			
d	PUBLICLY TRADED SECURITIES			
e	CAPITAL GAINS DIVIDENDS			

	(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	84,334.		84,298.	36.
b	58,780.		54,776.	4,004.
c	134,478.		110,316.	24,162.
d	3.		1.	2.
e	100.			100.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				36.
b				4,004.
c				24,162.
d				2.
e				100.

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** 28,304.

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

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	22,610.	552,848.	.040897
2010	34,529.	449,053.	.076893
2009	12,000.	325,511.	.036865
2008	40,229.	289,511.	.138955
2007	22,909.	237,495.	.096461

		Line	Amount
2	**Total** of line 1, column (d)	2	.390071
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	.078014
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	601,073.
5	Multiply line 4 by line 3	5	46,892.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	373.
7	Add lines 5 and 6	7	47,265.
8	Enter qualifying distributions from Part XII, line 4	8	123,850.

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	373.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	373.
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	373.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0.
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** SEE STATEMENT 6 ▶		9	373.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**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 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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NV			
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* SEE STATEMENT 7	8b		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 ▶ THE FOUNDATION Telephone no. ▶ 435-649-9130
Located at ▶ 8229 TURTLE CREEK CIRCLE, LAS VEGAS, NV ZIP+4 ▶ 89113

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ 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)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b	X
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?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
HAROLD W. MILNER 8229 TURTLE CREEK CIRCLE LAS VEGAS, NV 89113	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	569,962.
b	Average of monthly cash balances	1b	40,264.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	610,226.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	610,226.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,153.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	601,073.
6	**Minimum investment return** Enter 5% of line 5	6	30,054.

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	30,054.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 373.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	373.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,681.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	29,681.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	29,681.

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	123,850.
b	Program-related investments - total from Part IX-B	1b	0.
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	123,850.
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	5	373.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	123,477.

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				29,681.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 11,093.				
b From 2008 — 25,867.				
c From 2009				
d From 2010 — 12,136.				
e From 2011				
f **Total** of lines 3a through e	49,096.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 123,850.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				29,681.
e Remaining amount distributed out of corpus	94,169.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	143,265.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	11,093.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	132,172.			
10 Analysis of line 9:				
a Excess from 2008 — 25,867.				
b Excess from 2009				
c Excess from 2010 — 12,136.				
d Excess from 2011				
e Excess from 2012 — 94,169.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
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).)

HAROLD W. MILNER

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: 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				
AXIS FREERIDE 2685 SIDEWINDER DRIVE PARK CITY, UT 84060	N/A	IRC 509(A)(2)	UNRESTRICTED	5,000.
UTAH SYMPHONY & OPERA 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84101	N/A	IRC 170(B)(1)(A)(VI)	UNRESTRICTED	7,722.
UNIVERSITY OF UTAH 540 ARAPEEN DR SALT LAKE CITY, UT 84108	N/A	IRC 170(B)(1)(A)(II)	UNRESTRICTED	93,593.
HARVARD BUSINESS SCHOOL 70 N HARVARD ST BOSTON, MA 02163	N/A	IRC 170(B)(1)(A)(II)	UNRESTRICTED	12,500.
Total			▶ 3a	118,815.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	16,791.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	28,304.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		45,095.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 45,095.

(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).

223621
12-05-12

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	

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
N/A		

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

Harold W Milner — 11/14/13 — TRUSTEE

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID M. ALLEN	D M Allen	11/13/13		P00362074
Firm's name ▶ MOSS ADAMS LLP			Firm's EIN ▶ 91-0189318	
Firm's address ▶ 8800 E RAINTREE DR, STE 210 SCOTTSDALE, AZ 85260			Phone no. 480-444-3424	

Form **990-PF** (2012)

223622
12-05-12

16011113 145848 MILNERFOUNDA 2012.05000 HAROLD W. AND LOIS F. MILNE MILNERF1

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	Employer identification number
HAROLD W. AND LOIS F. MILNER FOUNDATION	88-0508130

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	Employer identification number
HAROLD W. AND LOIS F. MILNER FOUNDATION	88-0508130

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	HAROLD W. MILNER 8229 TURTLE CREEK CIRCLE LAS VEGAS, NV 89113	$ 75,000.	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.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
HAROLD W. AND LOIS F. MILNER FOUNDATION	88-0508130

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
		$	

(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	Employer identification number
HAROLD W. AND LOIS F. MILNER FOUNDATION	88-0508130

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) ▶ $

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 CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS INVESTMENTS - SEE ATTACHMENT	515,990.	604,264.
TOTAL TO FORM 990-PF, PART II, LINE 10B	515,990.	604,264.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO., INC. ACCOUNT A	16,887.	100.	16,787.
CHARLES SCHWAB & CO., INC. ACCOUNT B	4.	0.	4.
TOTAL TO FM 990-PF, PART I, LN 4	16,891.	100.	16,791.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	5,035.	0.		5,035.
TO FORM 990-PF, PG 1, LN 16B	5,035.	0.		5,035.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	371.	0.		0.
TO FORM 990-PF, PG 1, LN 18	371.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	7,819.	7,819.		0.
TO FORM 990-PF, PG 1, LN 23	7,819.	7,819.		0.

Harold W. and Lois F. Milner Foundation
88-0508130
Part II, Line 10b, Column b & c - End of Year Book and Market Value

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A T & T INC NEW	**238.0000**	**33.7100**	**8,022.98**	**1%**	**1,078.98**	**5.22%**	**418.88**
SYMBOL: T	234.0000	29.0962	6,808.53	10/17/11	1,079.61	441	Long-Term
	4.0000	33.8675	135.47	05/29/12	(0.63)	216	Short-Term
Cost Basis			*6,944.00*				

Investment Detail - Equities (continued)

Equities (continued)	**Quantity** Units Purchased	**Market Price** Cost Per Share	**Market Value** Cost Basis	**% of Account Assets** Acquired	**Unrealized Gain or (Loss)**	**Estimated Yield** Holding Days	**Estimated Annual Income** Holding Period
AMEREN CORPORATION	**371.0000**	**30.7200**	**11,397.12**	**2%**	**550.27**	**5.20%**	**593.60**
SYMBOL: AEE	100.0000	29.3240	2,932.40	11/22/10	139.60	770	Long-Term
	25.0000	28.2900	707.25	12/31/10	60.75	731	Long-Term
	87.0000	28.9586	2,519.40	01/24/11	153.24	707	Long-Term
	95.0000	28.9783	2,752.94	01/25/11	165.46	706	Long-Term
	54.0000	29.9605	1,617.87	07/25/11	41.01	525	Long-Term
	3.0000	30.6966	92.09	09/27/11	0.07	461	Long-Term
	3.0000	31.8766	95.63	03/29/12	(3.47)	277	Short-Term
	4.0000	32.3175	129.27	05/29/12	(6.39)	216	Short-Term
Cost Basis			*10,846.85*				
AMERICAN WATER WORKS CO	**130.0000**	**37.1300**	**4,826.90**	**<1%**	**400.52**	**2.69%**	**130.00**
SYMBOL: AWK	130.0000	34.0490	4,426.38	03/29/12	400.52	277	Short-Term
AMGEN INCORPORATED	**125.0000**	**86.2000**	**10,775.00**	**2%**	**187.87**	**1.67%**	**180.00**
SYMBOL: AMGN	125.0000	84.6970	10,587.13	09/25/12	187.87	97	Short-Term
ARCHER-DANIELS-MIDLND CO	**318.0000**	**27.3900**	**8,710.02**	**1%**	**332.66**	**2.55%**	**222.60**
SYMBOL: ADM	318.0000	26.3438	8,377.36	08/21/12	332.66	132	Short-Term
BANK OF AMERICA CORP	**744.0000**	**11.6100**	**8,637.84**	**1%**	**3,213.23**	**0.34%**	**29.76**
SYMBOL: BAC	740.0000	7.2817	5,388.46	07/30/12	3,202.94	154	Short-Term
	4.0000	9.0375	36.15	09/25/12	10.29	97	Short-Term
Cost Basis			*5,424.61*				
BAXTER INTERNATIONAL INC	**137.0000**	**66.6600**	**9,132.42**	**1%**	**1,079.79**	**2.70%**	**246.60**
SYMBOL: BAX	137.0000	58.7783	8,052.63	08/21/12	1,079.79	132	Short-Term
BUNGE LIMITED F	**136.0000**	**72.6900**	**9,885.84**	**2%**	**1,649.31**	**1.48%**	**146.88**
SYMBOL: BG	136.0000	60.5627	8,236.53	09/27/11	1,649.31	461	Long-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
C N A FINANCIAL CORP	**302.0000**	**28.0100**	**8,459.02**	**1%**	**9.09**	**2.14%**	**181.20**
SYMBOL: CNA	93.0000	27.9435	2,598.75	11/27/12	6.18	34	Short-Term
	209.0000	27.9960	5,851.18	11/28/12	2.91	33	Short-Term
Cost Basis			*8,449.93*				
CA INC	**462.0000**	**21.9800**	**10,154.76**	**2%**	**(2,047.65)**	**4.54%**	**462.00**
SYMBOL. CA	458.0000	26.4210	12,100.82	04/23/12	(2,033.98)	252	Short-Term
	4.0000	25.3975	101.59	05/29/12	(13.67)	216	Short-Term
Cost Basis			*12,202.41*				
CBS CORPORATION CL B NEW	**380.0000**	**38.0500**	**14,459.00**	**2%**	**5,576.80**	**1.26%**	**182.40**
SYMBOL: CBS	294.0000	22.9026	6,733.39	10/17/11	4,453.31	441	Long-Term
	79.0000	24.3451	1,923.27	11/28/11	1,082.68	399	Long-Term
	7.0000	32.2200	225.54	05/29/12	40.81	216	Short-Term
Cost Basis			*8,882.20*				
CHEVRON CORPORATION	**174.0000**	**108.1400**	**18,816.36**	**3%**	**3,093.60**	**3.32%**	**626.40**
SYMBOL: CVX	47.0000	103.5400	4,866.38	05/21/08	216.20	1685	Long-Term
	49.0000	77.3679	3,791.03	01/05/09	1,507.83	1456	Long-Term
	26.0000	74.3600	1,933.36	03/08/10	878.28	1029	Long-Term
	31.0000	91.6600	2,841.46	12/31/10	510.88	731	Long-Term
	3.0000	105.5533	316.66	03/29/12	7.76	277	Short-Term
	18.0000	109.6594	1,973.87	07/30/12	(27.35)	154	Short-Term
Cost Basis			*15,722.76*				
CISCO SYSTEMS INC	**403.0000**	**19.6494**	**7,918.71**	**1%**	**589.67**	**2.84%**	**225.68**
SYMBOL: CSCO	304.0000	17.9754	5,464.55	11/28/11	508.87	399	Long-Term
	6.0000	16.5400	99.24	05/29/12	18.66	216	Short-Term
	93.0000	18.9811	1,765.25	11/27/12	62.14	34	Short-Term
Cost Basis			*7,329.04*				

Harold W. and Lois F Milner Foundation
88-0508130

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
COMPUTER SCIENCES CORP	**176.0000**	**40.0500**	**7,048.80**	**1%**	**(505.78)**	**1.99%**	**140.80**
SYMBOL: CSC	94.0000	49.4594	4,649.19	10/20/10	(884.49)	803	Long-Term
	23.0000	49.7000	1,143.10	12/31/10	(221.95)	731	Long-Term
	59.0000	29.8693	1,762.29	03/29/12	600.66	277	Short-Term
Cost Basis			*7,554.58*				
COSTCO WHSL CORP NEW	**70.0000**	**98.7300**	**6,911.10**	**1%**	**1,094.51**	**1.11%**	**77.00**
SYMBOL: COST	70.0000	83.0941	5,816.59	12/14/11	1,094.51	383	Long-Term
D T E ENERGY COMPANY	**207.0000**	**60.0500**	**12,430.35**	**2%**	**2,902.96**	**4.12%**	**513.36**
SYMBOL: DTE	92.0000	43.7169	4,021.96	12/16/09	1,502.64	1111	Long-Term
	22.0000	44.8600	986.92	03/08/10	334.18	1029	Long-Term
	30.0000	45.4900	1,364.70	12/31/10	436.80	731	Long-Term
	56.0000	49.2164	2,756.12	03/31/11	606.68	641	Long-Term
	4.0000	54.7075	218.83	03/29/12	21.37	277	Short-Term
	3.0000	59.6200	178.86	11/27/12	1.29	34	Short-Term
Cost Basis			*9,527.39*				
EDISON INTERNATIONAL	**265.0000**	**45.1900**	**11,975.35**	**2%**	**2,047.59**	**2.98%**	**357.75**
SYMBOL: EIX	190.0000	36.4987	6,934.77	02/22/11	1,651.33	678	Long-Term
	68.0000	39.6855	2,698.62	05/23/11	374.30	588	Long-Term
	3.0000	38.0566	114.17	09/27/11	21.40	461	Long-Term
	4.0000	45.0500	180.20	05/29/12	0.56	216	Short-Term
Cost Basis			*9,927.76*				
EXXON MOBIL CORPORATION	**263.0000**	**86.5500**	**22,762.65**	**4%**	**2,216.35**	**2.63%**	**599.64**
SYMBOL: XOM	184.0000	75.9159	13,968.54	11/28/11	1,956.66	399	Long-Term
	79.0000	83.2627	6,577.76	06/27/12	259.69	187	Short-Term
Cost Basis			*20,546.30*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
FLUOR CORPORATION NEW	**128.0000**	**58.7400**	**7,518.72**	**1%**	**300.03**	**1.08%**	**81.92**
SYMBOL: FLR	128.0000	56.3960	7,218.69	10/22/12	300.03	70	Short-Term
GENERAL ELECTRIC COMPANY	**597.0000**	**20.9900**	**12,531.03**	**2%**	**2,130.10**	**3.62%**	**453.72**
SYMBOL: GE	482.0000	16.2565	7,835.68	10/17/11	2,281.50	441	Long-Term
	5.0000	19.8480	99.24	03/29/12	5.71	277	Short-Term
	5.0000	19.2580	96.29	05/29/12	8.66	216	Short-Term
	105.0000	22.5687	2,369.72	09/25/12	(165.77)	97	Short-Term
Cost Basis			*10,400.93*				
HOME DEPOT INC	**199.0000**	**61.8500**	**12,308.15**	**2%**	**6,660.51**	**1.87%**	**230.84**
SYMBOL: HD	110.0000	23.2546	2,558.01	06/22/09	4,245.49	1288	Long-Term
	37.0000	31.9900	1,183.63	03/08/10	1,104.82	1029	Long-Term
	46.0000	34.9500	1,607.70	12/31/10	1,237.40	731	Long-Term
	3.0000	49.6666	149.00	03/29/12	36.55	277	Short-Term
	3.0000	49.7666	149.30	05/29/12	36.25	216	Short-Term
Cost Basis			*5,647 64*				
HUNTSMAN CORPORATION	**708.0000**	**15.9000**	**11,257.20**	**2%**	**2,422.91**	**2.51%**	**283.20**
SYMBOL: HUN	705.0000	12.4663	8,788.81	07/30/12	2,420.69	154	Short-Term
	3.0000	15.1600	45.48	09/25/12	2.22	97	Short-Term
Cost Basis			*8,834.29*				
INTERNATIONAL PAPER CO	**161.0000**	**39.8400**	**6,414.24**	**1%**	**2,566.21**	**3.01%**	**193.20**
SYMBOL: IP	126.0000	22.8280	2,876.33	05/26/10	2,143.51	950	Long-Term
	31.0000	27.4900	852.19	12/31/10	382.85	731	Long-Term
	4.0000	29.8775	119.51	05/29/12	39.85	216	Short-Term
Cost Basis			*3,848 03*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
JABIL CIRCUIT INC	**502.0000**	**19.2900**	**9,683.58**	**2%**	**2,216.34**	**1.65%**	**160.64**
SYMBOL: JBL	382.0000	13.2930	5,077.93	06/22/10	2,290.85	923	Long-Term
	105.0000	19.8260	2,081.73	12/31/10	(56.28)	731	Long-Term
	3.0000	20.4366	61.31	03/31/11	(3.44)	641	Long-Term
	4.0000	17.6775	70.71	09/27/11	6.45	461	Long-Term
	3.0000	25.0066	75.02	03/29/12	(17.15)	277	Short-Term
	5.0000	20.1080	100.54	05/29/12	(4.09)	216	Short-Term
Cost Basis			*7,467.24*				
JPMORGAN CHASE & CO	**517.0000**	**43.9691**	**22,732.02**	**4%**	**3,051.43**	**2.72%**	**620.40**
SYMBOL: JPM	132.0000	43.1500	5,695.80	05/21/08	108.12	1685	Long-Term
	120.0000	30.1300	3,615.60	01/05/09	1,660.69	1456	Long-Term
	7.0000	33.4857	234.40	04/27/09	73.38	1344	Long-Term
	4.0000	33.6200	134.48	06/22/09	41.40	1288	Long-Term
	4.0000	40.4800	161.92	02/23/10	13.96	1042	Long-Term
	71.0000	42.7500	3,035.25	03/08/10	86.56	1029	Long-Term
	2.0000	39.0800	78.16	05/26/10	9.78	950	Long-Term
	9.0000	40.0900	360.81	07/26/10	34.91	889	Long-Term
	91.0000	42.3162	3,850.78	12/31/10	150.41	731	Long-Term
	8.0000	42.7587	342.07	05/23/11	9.68	588	Long-Term
	52.0000	29.5173	1,534.90	11/28/11	751.49	399	Long-Term
	17.0000	37.4364	636.42	01/23/12	111.05	343	Short-Term
Cost Basis			*19,680.59*				

Harold W. and Lois F. Milner Foundation
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Investment Detail - Equities (continued)

Equities (continued)	**Quantity** Units Purchased	**Market Price** Cost Per Share	**Market Value** Cost Basis	**% of Account Assets** Acquired	**Unrealized Gain or (Loss)**	**Estimated Yield** Holding Days	**Estimated Annual Income** Holding Period
KEYCORP INC NEW	**1,166.0000**	**8.4200**	**9,817.72**	**2%**	**2,516.16**	**2.37%**	**233.20**
SYMBOL: KEY	1,133.0000	6.2166	7,043.52	08/23/11	2,496.34	496	Long-Term
	5.0000	6.1680	30.84	09/27/11	11.26	461	Long-Term
	4.0000	8.2175	32.87	01/23/12	0.81	343	Short-Term
	8.0000	8.3987	67.19	03/29/12	0.17	277	Short-Term
	8.0000	7.5475	60.38	05/29/12	6.98	216	Short-Term
	5.0000	8.3380	41.69	08/21/12	0.41	132	Short-Term
	3.0000	8.3566	25.07	11/27/12	0.19	34	Short-Term
Cost Basis			*7,301.56*				
KIMBERLY-CLARK CORP	**119.0000**	**84.4300**	**10,047.17**	**2%**	**(173.92)**	**3.50%**	**352.24**
SYMBOL: KMB	119.0000	85.8915	10,221.09	09/25/12	(173.92)	97	Short-Term
KROGER COMPANY	**480.0000**	**26.0200**	**12,489.60**	**2%**	**1,878.37**	**2.30%**	**288.00**
SYMBOL: KR	238.0000	21.9126	5,215.20	08/16/10	977.56	868	Long-Term
	87.0000	21.6020	1,879.38	09/21/10	384.36	832	Long-Term
	50.0000	23.0860	1,154.30	11/22/10	146.70	770	Long-Term
	94.0000	22.3700	2,102.78	12/31/10	343.10	731	Long-Term
	7.0000	24.1971	169.38	03/29/12	12.76	277	Short-Term
	4.0000	22.5475	90.19	05/29/12	13.89	216	Short-Term
Cost Basis			*10,611.23*				
MACYS INC	**251.0000**	**39.0200**	**9,794.02**	**2%**	**2,654.83**	**2.05%**	**200.80**
SYMBOL: M	136.0000	27.6082	3,754.72	06/20/11	1,552.00	560	Long-Term
	57.0000	30.1603	1,719.14	07/25/11	505.00	525	Long-Term
	53.0000	27.7667	1,471.64	09/27/11	596.42	461	Long-Term
	5.0000	38.7380	193.69	05/29/12	1.41	216	Short-Term
Cost Basis			*7,139.19*				

Harold W. and Lois F. Milner Foundation
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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
MARATHON PETE CORP	**252.0000**	**63.0000**	**15,876.00**	**3%**	**4,623.84**	**2.22%**	**352.80**
SYMBOL: MPC	149.0000	42.6163	6,349.83	06/27/12	3,037.17	187	Short-Term
	103.0000	47.5954	4,902.33	07/30/12	1,586.67	154	Short-Term
Cost Basis			*11,252.16*				
MEADWESTVACO CORPORATION	**448.0000**	**31.8700**	**14,277.76**	**2%**	**6,767.48**	**3.13%**	**448.00**
SYMBOL: MWV	89.0000	12.9373	1,151.42	11/03/08	1,685.01	1519	Long-Term
	71.0000	10.4859	744.50	01/05/09	1,518.27	1456	Long-Term
	82.0000	10.8731	891.60	01/27/09	1,721.74	1434	Long-Term
	5.0000	13.1660	65.83	06/22/09	93.52	1288	Long-Term
	3.0000	25.4933	76.48	12/16/09	19.13	1111	Long-Term
	3.0000	23.4300	70.29	01/25/10	25.32	1071	Long-Term
	82.0000	22.1639	1,817.44	03/08/10	795.90	1029	Long-Term
	98.0000	23.4197	2,295.14	12/31/10	828.12	731	Long-Term
	5.0000	23.8460	119.23	09/27/11	40.12	461	Long-Term
	5.0000	27.6620	138.31	03/29/12	21.04	277	Short-Term
	5.0000	28.0080	140.04	05/29/12	19.31	216	Short-Term
Cost Basis			*7,510.28*				
MEDTRONIC INC	**180.0000**	**41.0200**	**7,383.60**	**1%**	**(211.52)**	**2.53%**	**187.20**
SYMBOL: MDT	180.0000	42.1951	7,595.12	10/22/12	(211.52)	70	Short-Term
MERCK & CO INC NEW	**264.0000**	**40.9400**	**10,808.16**	**2%**	**1,382.51**	**4.20%**	**454.08**
SYMBOL: MRK	77.0000	39.6300	3,051.51	05/21/08	100.87	1685	Long-Term
	73.0000	30.6300	2,235.99	01/05/09	752.63	1456	Long-Term
	3.0000	25.2700	75.81	06/22/09	47 01	1288	Long-Term
	3.0000	39.0966	117.29	01/25/10	5.53	1071	Long-Term
	49.0000	37.1883	1,822.23	03/08/10	183.83	1029	Long-Term

Harold W and Lois F. Milner Foundation
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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
MERCK & CO INC NEW	25.0000	36.0700	901.75	12/31/10	121.75	731	Long-Term
	27.0000	36.0700	973.89	12/31/10	131.49	731	Long-Term
	3.0000	32.4100	97.23	09/27/11	25.59	461	Long-Term
	4.0000	37.4875	149.95	05/29/12	13.81	216	Short-Term
Cost Basis			*9,425 65*				
METLIFE INC	**415.0000**	**32.9400**	**13,670.10**	**2%**	**1,569.91**	**2.24%**	**307.10**
SYMBOL: MET	407.0000	29.0706	11,831.77	11/28/11	1,574.81	399	Long-Term
	4.0000	36.6175	146.47	03/29/12	(14.71)	277	Short-Term
	4.0000	30.4875	121.95	05/29/12	9.81	216	Short-Term
Cost Basis			*12,100.19*				
MORGAN STANLEY	**455.0000**	**19.1200**	**8,699.60**	**1%**	**1,718.85**	**1.04%**	**91.00**
SYMBOL: MS	447.0000	15.3350	6,854.75	12/14/11	1,691.89	383	Long-Term
	3.0000	19.5366	58.61	03/29/12	(1.25)	277	Short-Term
	5.0000	13.4780	67.39	05/29/12	28.21	216	Short-Term
Cost Basis			*6,980.75*				
MURPHY OIL CORP HLDG	**234.0000**	**59.5500**	**13,934.70**	**2%**	**316.38**	**2.09%**	**292.50**
SYMBOL: MUR	57.0000	48.1564	2,744.92	01/27/09	649.43	1434	Long-Term
	48.0000	63.2677	3,036.85	10/20/09	(178.45)	1168	Long-Term
	26.0000	53.7600	1,397.76	03/08/10	150.54	1029	Long-Term
	28.0000	55.1900	1,545.32	03/23/10	122.08	1014	Long-Term
	1.0000	74.8000	74.80	12/31/10	(15.25)	731	Long-Term
	39.0000	74.8000	2,917.20	12/31/10	(594.75)	731	Long-Term
	3.0000	55.0900	165.27	03/29/12	13.38	277	Short-Term
	32.0000	54.2562	1,736.20	07/30/12	169.40	154	Short-Term
Cost Basis			*13,618.32*				
NORTHERN TRUST CORP	**149.0000**	**50.1600**	**7,473.84**	**1%**	**320.28**	**2.39%**	**178.80**
SYMBOL· NTRS	149.0000	48.0104	7,153.56	11/27/12	320.28	34	Short-Term

Harold W. and Lois F. Milner Foundation
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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
NORTHROP GRUMMAN CORP	**178.0000**	**67.5800**	**12,029.24**	**2%**	**932.42**	**3.25%**	**391.60**
SYMBOL: NOC	126.0000	60.5707	7,631.91	03/29/12	883.17	277	Short-Term
	52.0000	66.6328	3,464.91	07/30/12	49.25	154	Short-Term
Cost Basis			*11,096.82*				
NVIDIA CORP	**448.0000**	**12.2600**	**5,492.48**	**<1%**	**0.90**	**2.44%**	**134.40**
SYMBOL: NVDA	448.0000	12.2579	5,491.58	11/27/12	0.90	34	Short-Term
OCCIDENTAL PETE CORP	**92.0000**	**76.6100**	**7,048.12**	**1%**	**(354.24)**	**2.81%**	**198.72**
SYMBOL: OXY	3.0000	82.1866	246.56	08/26/08	(16.73)	1588	Long-Term
	30.0000	62.3100	1,869.30	01/05/09	429.00	1456	Long-Term
	4.0000	78.1975	312.79	01/25/10	(6.35)	1071	Long-Term
	19.0000	81.3200	1,545.08	03/08/10	(89.49)	1029	Long-Term
	1.0000	98.5700	98.57	12/31/10	(21.96)	731	Long-Term
	13.0000	98.5800	1,281.54	12/31/10	(285.61)	731	Long-Term
	22.0000	93.1145	2,048.52	03/29/12	(363.10)	277	Short-Term
Cost Basis			*7,402.36*				
P G & E CORP	**235.0000**	**40.1800**	**9,442.30**	**2%**	**(815.78)**	**4.52%**	**427.70**
SYMBOL: PCG	196.0000	43.0912	8,445.89	04/23/12	(570.61)	252	Short-Term
	39.0000	46.4664	1,812.19	07/30/12	(245.17)	154	Short-Term
Cost Basis			*10,258.08*				
PFIZER INCORPORATED	**871.0000**	**25.0793**	**21,844.07**	**4%**	**4,986.48**	**3.50%**	**766.48**
SYMBOL: PFE	120.0000	19.9800	2,397.60	05/21/08	611.92	1685	Long-Term
	201.0000	18.2696	3,672.19	01/05/09	1,368.75	1456	Long-Term
	7.0000	15.0000	105.00	06/22/09	70.56	1288	Long-Term
	106.0000	17.3180	1,835.71	03/08/10	822.70	1029	Long-Term
	6.0000	15.3800	92.28	05/26/10	58.20	950	Long-Term
	12.0000	17.5591	210.71	12/31/10	90.24	731	Long-Term
	100.0000	17.5590	1,755.90	12/31/10	752.03	731	Long-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
PFIZER INCORPORATED	180.0000	20.6060	3,709.08	05/23/11	805.19	588	Long-Term
	7.0000	17.9585	125.71	09/27/11	49.85	461	Long-Term
	120.0000	22.2983	2,675.80	03/29/12	333.72	277	Short-Term
	8.0000	22.2075	177.66	05/29/12	22.97	216	Short-Term
	4.0000	24.9875	99.95	09/25/12	0.37	97	Short-Term
Cost Basis			*16,857.59*				
PRINCIPAL FINANCIAL GRP	**359.0000**	**28.5200**	**10,238.68**	**2%**	**(28.54)**	**2.94%**	**301.56**
SYMBOL: PFG	78.0000	28.4917	2,222.36	11/22/10	2.20	770	Long-Term
	39.0000	27.9074	1,088.39	11/24/10	23.89	768	Long-Term
	29.0000	32.6700	947.43	12/31/10	(120.35)	731	Long-Term
	96.0000	32.0100	3,072.96	03/31/11	(335.04)	641	Long-Term
	4.0000	24.6475	98.59	09/27/11	15.49	461	Long-Term
	4.0000	24.7875	99.15	05/29/12	14.93	216	Short-Term
	109.0000	25.1223	2,738.34	07/30/12	370.34	154	Short-Term
Cost Basis			*10,267.22*				
PRUDENTIAL FINANCIAL INC	**155.0000**	**53.3300**	**8,266.15**	**1%**	**(1,221.11)**	**3.00%**	**248.00**
SYMBOL: PRU	152.0000	61.3348	9,322.89	02/21/12	(1,216.73)	314	Short-Term
	3.0000	54.7900	164.37	08/21/12	(4.38)	132	Short-Term
Cost Basis			*9,487.26*				
STATE STREET CORP	**265.0000**	**47.0100**	**12,457.65**	**2%**	**238.55**	**2.04%**	**254.40**
SYMBOL: STT	265.0000	46.1098	12,219.10	12/17/12	238.55	14	Short-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
TIME WARNER INC NEW	**257.0000**	**47.8300**	**12,292.31**	**2%**	**4,451.16**	**2.17%**	**267.28**
SYMBOL: TWX	60.0000	27.8663	1,671.98	09/21/09	1,197.82	1197	Long-Term
	45.0000	30.1142	1,355.14	12/16/09	797.21	1111	Long-Term
	61.0000	30.6600	1,870.26	03/08/10	1,047.37	1029	Long-Term
	3.0000	31.3166	93.95	03/23/10	49.54	1014	Long-Term
	81.0000	32.2590	2,612.98	12/31/10	1,261.25	731	Long-Term
	3.0000	32.1766	96.53	09/27/11	46.96	461	Long-Term
	4.0000	35.0775	140.31	05/29/12	51.01	216	Short-Term
Cost Basis			*7,841.15*				
U S BANCORP DEL NEW	**227.0000**	**31.9400**	**7,250.38**	**1%**	**(69.87)**	**2.44%**	**177.06**
SYMBOL: USB	227.0000	32.2477	7,320.25	11/27/12	(69.87)	34	Short-Term
UNITEDHEALTH GROUP INC	**153.0000**	**54.2400**	**8,298.72**	**1%**	**2,114.16**	**1.56%**	**130.05**
SYMBOL: UNH	92.0000	36.4541	3,353.78	11/22/10	1,636.30	770	Long-Term
	23.0000	36.1100	830.53	12/31/10	416.99	731	Long-Term
	34.0000	52.0652	1,770.22	07/25/11	73.94	525	Long-Term
	4.0000	57.5075	230.03	03/29/12	(13.07)	277	Short-Term
Cost Basis			*6,184.56*				
VALERO ENERGY CORP NEW	**217.0000**	**34.1200**	**7,404.04**	**1%**	**1,047.29**	**2.05%**	**151.90**
SYMBOL: VLO	217.0000	29.2937	6,356.75	10/22/12	1,047.29	70	Short-Term
VALIDUS HOLDINGS LTD F	**209.0000**	**34.5800**	**7,227.22**	**1%**	**727.46**	**2.89%**	**209.00**
SYMBOL: VR	101.0000	31.1933	3,150.53	03/29/12	342.05	277	Short-Term
	105.0000	30.9963	3,254.62	04/02/12	376.28	273	Short-Term
	3.0000	31.5366	94.61	05/29/12	9.13	216	Short-Term
Cost Basis			*6,499.76*				

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
VERIZON COMMUNICATIONS	**315.0000**	**43.2700**	**13,630.05**	**2%**	**3,444.33**	**4.76%**	**648.90**
SYMBOL: VZ	4.0000	35.9675	143.87	05/21/08	29.21	1685	Long-Term
	56.0000	35.1412	1,967.91	05/21/08	455.21	1685	Long-Term
	89.0000	30.0166	2,671.48	01/05/09	1,179.55	1456	Long-Term
	4.0000	28.0400	112.16	06/22/09	60.92	1288	Long-Term
	66.0000	27.7495	1,831.47	03/08/10	1,024.35	1029	Long-Term
	3.0000	28.2200	84.66	07/26/10	45.15	889	Long-Term
	81.0000	35.9060	2,908.39	12/31/10	596.48	731	Long-Term
	5.0000	37.1780	185.89	09/27/11	30.46	461	Long-Term
	3.0000	37.7666	113.30	03/29/12	16.51	277	Short-Term
	4.0000	41.6475	166.59	05/29/12	6.49	216	Short-Term
Cost Basis			*10,185.72*				
WELLS FARGO & CO NEW	**590.0000**	**34.1800**	**20,166.20**	**3%**	**2,547.97**	**2.57%**	**519.20**
SYMBOL: WFC	93.0000	27.5715	2,564.15	02/23/10	614.59	1042	Long-Term
	23.0000	28.9800	666.54	03/08/10	119.60	1029	Long-Term
	112.0000	30.8328	3,453.28	03/23/10	374.88	1014	Long-Term
	41.0000	30.9395	1,268.52	03/24/10	132.86	1013	Long-Term
	46.0000	28.5519	1,313.39	05/26/10	258.89	950	Long-Term
	75.0000	26.5386	1,990.40	09/21/10	573.10	832	Long-Term
	20.0000	25.8595	517.19	09/22/10	166.41	831	Long-Term
	99.0000	30.9283	3,061.91	12/31/10	321.91	731	Long-Term
	5.0000	25.5680	127.84	09/27/11	43.06	461	Long-Term
	3.0000	33.7066	101.12	03/29/12	1.42	277	Short-Term
	6.0000	32.0183	192.11	05/29/12	12.97	216	Short-Term
	67.0000	35.2504	2,361.78	09/25/12	(71.72)	97	Short-Term
Cost Basis			*17,618.23*				

Harold W. and Lois F. Milner Foundation
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Investment Detail - Equities (continued)

Equities (continued)	**Quantity** Units Purchased	**Market Price** Cost Per Share	**Market Value** Cost Basis	**% of Account Assets** Acquired	**Unrealized Gain or (Loss)**	**Estimated Yield** Holding Days	**Estimated Annual Income** Holding Period
WILLIAMS COMPANIES	**333.0000**	**32.7400**	**10,902.42**	**2%**	**4,070.88**	**3.97%**	**432.90**
SYMBOL: WMB	70.0000	32.5264	2,276.85	05/21/08	14.95	1685	Long-Term
	92.0000	12.9527	1,191.65	01/05/09	1,820.43	1456	Long-Term
	3.0000	14.2566	42.77	08/24/09	55.45	1225	Long-Term
	6.0000	18.5133	111.08	01/25/10	85.36	1071	Long-Term
	62.0000	18.5866	1,152.37	03/08/10	877.51	1029	Long-Term
	5.0000	18.4960	92.48	03/23/10	71.22	1014	Long-Term
	3.0000	15.2833	45.85	09/21/10	52.37	832	Long-Term
	84.0000	20.2007	1,696.86	12/31/10	1,053.30	731	Long-Term
	3.0000	21.6800	65.04	09/27/11	33.18	461	Long-Term
	5.0000	31.3180	156.59	05/29/12	7.11	216	Short-Term
Cost Basis			*6,831.54*				
3M COMPANY	**118.0000**	**92.8500**	**10,956.30**	**2%**	**5.14**	**2.54%**	**278.48**
SYMBOL: MMM	118.0000	92.8064	10,951.16	12/17/12	5.14	14	Short-Term

Harold W. and Lois F. Milner Foundation
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Investment Detail - Other Assets

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
SIMON PPTY GROUP NEW	**65.0000**	**158.0900**	**10,275.85**	**2%**	**15.40**		
REIT/NON-PAIRED STOCK	53.0000	158.6939	8,410.78	08/21/12	(32.01)	132	Short-Term
SIMON PPTY/SPG REALTY	12.0000	154.1391	1,849.67	09/25/12	47.41	97	Short-Term
SYMBOL: SPG							
Cost Basis			*10,260.45*				
Cost reduction - nondividend distributions			-160.00				
		Total Market Value	604,264				
		Total Cost Basis	515,990				

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions HAROLD W. AND LOIS F. MILNER FOUNDATION	Employer identification number (EIN) or 88-0508130
	Number, street, and room or suite no If a P O box, see instructions. 8229 TURTLE CREEK CIRCLE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions LAS VEGAS, NV 89113	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE FOUNDATION 8229 TURTLE CREEK CIRCLE - LAS VEGAS, NV 89113

  Telephone No ▶ 435-649-9130 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ COPY Title ▶ TRUSTEE Date ▶

223842
01-21-13

16011113 145848 MILNERFOUNDA 2012.05000 HAROLD W. AND LOIS F. MILNE MILNERF1