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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning Jun 1, 2012, and ending May 31, 2013

Name of foundation Richard G. Miller Memorial Foundation		A Employer identification number 54-0852892
Number and street (or P O box number if mail is not delivered to street address) PO Box 1977		B Telephone number (see the instructions) (915) 532-2000
City or town El Paso	State ZIP code TX 79950-1977	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. ☒ 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, column (c), line 16) \$ 5,831,433.	J Accounting method ☐ 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 (att sch)	10,910.			
	2 ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	103.	103.		
	4 Dividends and interest from securities	201,430.	201,430.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-117,738.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	8,134,627.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE EXPENSES	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	94,705.	201,533.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	36.			
	b Accounting fees (attach sch) L-16b Stmt	6,225.			
	c Other prof fees (attach sch) L-16c Stmt	58,895.	50,895.	8,000.	
17 Interest					
18 Taxes (attach schedule)(see instrs) Taxes, Licenses, &	204.		204.		
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings	658.	0.	658.		
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt	7,339.		7,339.		
24 Total operating and administrative expenses. Add lines 13 through 23	73,357.	50,895.	16,201.		
25 Contributions, gifts, grants paid	178,550.			178,550.	
26 Total expenses and disbursements. Add lines 24 and 25	251,907.	50,895.	16,201.	178,550.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-157,202.				
b Net investment income (if negative, enter -0-)		150,638.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash — non-interest-bearing		58,632.	63,635.	63,635.
	2	Savings and temporary cash investments		262,654.	1,005,476.	1,005,476.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		2,015.	0.	0.
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt		5,632,795.	4,717,563.	4,762,322.
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		5,956,096.	5,786,674.	5,831,433.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses		5,000.	0.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		5,000.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒					
	24	Unrestricted		5,583,379.	5,304,790.	
	25	Temporarily restricted		367,717.	481,884.	
	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, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		5,951,096.	5,786,674.	
	31	Total liabilities and net assets/fund balances (see instructions)		5,956,096.	5,786,674.	

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	5,951,096.
2	Enter amount from Part I, line 27a	2	-157,202.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	5,793,894.
5	Decreases not included in line 2 (itemize) Net Asset Valuation Adjustment	5	7,220.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,786,674.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
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			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☐ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	289,969.	5,616,215.	0.051631
2010	183,762.	5,860,050.	0.031358
2009	146,892.	5,500,278.	0.026706
2008	85,495.	5,763,541.	0.014834
2007			

2 Total of line 1, column (d)	2	0.124529
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	0.031132
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,763,187.
5 Multiply line 4 by line 3	5	179,420.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,506.
7 Add lines 5 and 6	7	180,926.
8 Enter qualifying distributions from Part XII, line 4	8	178,550.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	3,013.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,013.
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	3,013.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	400.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	400.	
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	2,613.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>N/A</u>	13	X	
14	The books are in care of <u>Lange & Associates, PC</u> Telephone no. <u>(817) 335-3800</u> Located at <u>6300 Ridglea Pl, Ste 500 Fort Worth TX</u> ZIP + 4 <u>76116</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here	☐	
1 b		
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?		X
1 c		
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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes ☒ No	
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.)		
2 b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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)		
3 b		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X
4 b		

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b**

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)

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<u>John Birkelbach</u> <u>PO Box 1977</u> <u>El Paso TX 79950</u>	Trustee	0.50	0.	0.
<u>Mike McCune</u> <u>PO Box 1977</u> <u>El Paso TX 79950</u>	Trustee	0.50	0.	0.

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
<u>None</u>				

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	<u>Granting of scholarships and grants given for educational or charitable purposes including scholarships to students in order to promote leadership.</u>	178,550.
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		
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		

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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	1 a 5,316,393.
b	Average of monthly cash balances	1 b 534,558.
c	Fair market value of all other assets (see instructions)	1 c
d	Total (add lines 1a, b, and c).	1 d 5,850,951.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 5,850,951.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 87,764.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,763,187.
6	Minimum investment return. Enter 5% of line 5	6 288,159.

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

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	1 a 178,550.
b	Program-related investments — total from Part IX-B	1 b
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)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 178,550.
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	6 178,550.

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				
2 Undistributed income, if any, as of the end of 2012			0.	
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	0.			
b From 2008	85,495.			
c From 2009	147,500.			
d From 2010	184,500.			
e From 2011	290,085.			
f Total of lines 3a through e	707,580.			
4 Qualifying distributions for 2012 from Part XII, line 4 \$ 178,550.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	178,550.			
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	886,130.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	886,130.			
10 Analysis of line 9				
a Excess from 2008	85,495.			
b Excess from 2009	147,500.			
c Excess from 2010	184,500.			
d Excess from 2011	290,085.			
e Excess from 2012	178,550.			

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

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)

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

Tax year	Prior 3 years				
(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total	
0.	0.	0.	0.	N/A	
0.	0.	0.	0.	N/A	
178,550.	290,085.	184,500.	147,500.	800,635.	
178,550.	290,085.	184,500.	147,500.	800,635.	
5,831,433.	5,538,957.	6,285,009.	5,742,808.	23,398,207.	

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))

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

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:

Theodore F. Lange
6300 Ridglea Place, Suite 500
Fort Worth TX 76116

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

Request by letter

c Any submission deadlines:

None

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

Scholarship, Qualities of leadership

Part VII 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				
Challenge Foundation, Inc. 4545 S. University Avenue Englewood CO 80113	None	501c3	Support	60,000.
The First Tee 425 South Legacy Trail St. Augustine FL 32092	None	501c3	Support	5,000.
St. Clement's Church 810 N. Campbell El Paso TX 79902	None	501C3	Support	10,000.
Paso Del Norte Children's Dev. Center 1101 E. Schuster Ave El Paso TX 79902	None	501c3	Support	5,000.
Youth with a Mission 4444 Edgar Park Ave El Paso TX 79904	None	501c3	Support	50,000.
The National Boy Scouts of America Foundation 1325 W. Walnut Hill Lane Irving TX 75015	None	501c3	Support	10,000.
Total			3a	140,000.
b Approved for future payment				
Oregon State University 1500 SW Jefferson Way Corvallis OR 97331	None	Univ	Education	4,550.
Pennsylvania State University 123 S Burrowes St State College PA 16801	None	Univ	Education	5,000.
See Line 3b statement				29,000.
Total			3b	38,550.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	103.	
4	Dividends and interest from securities			14	201,430.	
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		-117,738.
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)				201,533.	-117,738.
13	Total. Add line 12, columns (b), (d), and (e)				13	83,795.

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

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

[illegible]

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

Richard G. Miller Memorial Foundation

Employer identification number

54-0852892

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

Richard G. Miller Memorial Foundation

54-0852892

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Philip F. Schoch Trust PO Box 94651 Cleveland OH 44101	\$ 10,911	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.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name Richard G. Miller Memorial Foundation	Employer Identification Number 54-0852892
--	---

Asset Information:

Description of Property.	Publicly Traded Securities	
Date Acquired: <u>various</u>	How Acquired: <u>Purchased</u>	
Date Sold: <u>various</u>	Name of Buyer: <u>Market</u>	
Sales Price: <u>8,134,627.</u>	Cost or other basis (do not reduce by depreciation): <u>8,252,365.</u>	
Sales Expense: _____	Valuation Method: _____	
Total Gain (Loss): <u>-117,738.</u>	Accumulation Depreciation: _____	
Description of Property: _____	How Acquired: _____	
Date Acquired: _____	Name of Buyer: _____	
Date Sold: _____	Cost or other basis (do not reduce by depreciation): _____	
Sales Price: _____	Valuation Method: _____	
Sales Expense: _____	Accumulation Depreciation: _____	
Total Gain (Loss): _____		
Description of Property: _____	How Acquired: _____	
Date Acquired: _____	Name of Buyer: _____	
Date Sold: _____	Cost or other basis (do not reduce by depreciation): _____	
Sales Price: _____	Valuation Method: _____	
Sales Expense: _____	Accumulation Depreciation: _____	
Total Gain (Loss): _____		
Description of Property: _____	How Acquired: _____	
Date Acquired: _____	Name of Buyer: _____	
Date Sold: _____	Cost or other basis (do not reduce by depreciation): _____	
Sales Price: _____	Valuation Method: _____	
Sales Expense: _____	Accumulation Depreciation: _____	
Total Gain (Loss): _____		
Description of Property: _____	How Acquired: _____	
Date Acquired: _____	Name of Buyer: _____	
Date Sold: _____	Cost or other basis (do not reduce by depreciation): _____	
Sales Price: _____	Valuation Method: _____	
Sales Expense: _____	Accumulation Depreciation: _____	
Total Gain (Loss): _____		
Description of Property: _____	How Acquired: _____	
Date Acquired: _____	Name of Buyer: _____	
Date Sold: _____	Cost or other basis (do not reduce by depreciation): _____	
Sales Price: _____	Valuation Method: _____	
Sales Expense: _____	Accumulation Depreciation: _____	
Total Gain (Loss): _____		
Description of Property: _____	How Acquired: _____	
Date Acquired: _____	Name of Buyer: _____	
Date Sold: _____	Cost or other basis (do not reduce by depreciation): _____	
Sales Price: _____	Valuation Method: _____	
Sales Expense: _____	Accumulation Depreciation: _____	
Total Gain (Loss): _____		
Description of Property: _____	How Acquired: _____	
Date Acquired: _____	Name of Buyer: _____	
Date Sold: _____	Cost or other basis (do not reduce by depreciation): _____	
Sales Price: _____	Valuation Method: _____	
Sales Expense: _____	Accumulation Depreciation: _____	
Total Gain (Loss): _____		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Service Charges	10.		10.	
Contract Labor	5,000.		5,000.	
Office Expenses	2,329.		2,329.	
Total	7,339.		7,339.	

Form 990-PF, Page 10, Part XV, line 3b

Line 3b statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
b Approved for future payment				
<u>University of Texas</u>				Person or ☐
<u>Box 7758, University Station</u>				Business ☒
<u>Austin TX 78712</u>	<u>None</u>	<u>Univ</u>	<u>Education</u>	<u>10,000.</u>
<u>University of Illinois</u>				Person or ☐
<u>901 W. Illinois St</u>				Business ☐
<u>Urbana IL 61801</u>	<u>None</u>	<u>Univ</u>	<u>Education</u>	<u>14,000.</u>
<u>Vanderbilt University</u>				Person or ☐
<u>2201 West End Ave</u>				Business ☒
<u>Nashville TN 37235</u>	<u>None</u>	<u>Univ</u>	<u>Education</u>	<u>5,000.</u>

Total

29,000.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Mounce, Green, Myers</u>	<u>Legal</u>	<u>36.</u>			

Total

36.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Lange & Associates,</u>	<u>Tax & Accounting</u>	<u>6,225.</u>			

Form 990-PF, Page 1, Part I

Continued

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
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Total 6,225.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Ted Lange</u>	<u>Management</u>	<u>8,000.</u>			
<u>Ruben E. Guerra Comp</u>	<u>Investment</u>	<u>50,895.</u>	<u>50,895.</u>		

Total 58,895. 50,895.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>Annaly Capital Management Inc 1643 shs</u>	<u>27,351.</u>	<u>22,312.</u>
<u>Doubleline Total Return 18397 shs</u>	<u>208,255.</u>	<u>207,160.</u>
<u>Doubleline Core Fixed Income 12357 shs</u>	<u>139,872.</u>	<u>138,399.</u>
<u>FPA New Income Fund 9389 shs</u>	<u>100,000.</u>	<u>99,249.</u>
<u>Hartford EQ Inc Floating Rate 7652 shs</u>	<u>68,229.</u>	<u>69,180.</u>
<u>Ivy FDS High Income 5208 shs</u>	<u>44,621.</u>	<u>45,522.</u>
<u>JP Morgan Mortgage Backed Secs Select 11854 shs</u>	<u>138,055.</u>	<u>136,086.</u>
<u>Oppenheimer FDS Senior Floating Rate 8271 shs</u>	<u>68,153.</u>	<u>69,567.</u>
<u>PIMCO FDS Income Fund 5520 shs</u>	<u>68,721.</u>	<u>69,944.</u>
<u>TCW Funds Core Fixed Inc 4834 shs</u>	<u>54,000.</u>	<u>53,517.</u>
<u>Victory Ports Fund for Income 12515 shs</u>	<u>141,551.</u>	<u>136,923.</u>
<u>Doubleline Total Return Bond 39616 shs</u>	<u>451,227.</u>	<u>446,077.</u>
<u>Fidelity Secs FD Real Estate Inc 38573 shs</u>	<u>476,015.</u>	<u>462,880.</u>
<u>First Eagle Sogen FDS Inc Global 7334 shs</u>	<u>359,836.</u>	<u>378,906.</u>
<u>Mainstay Funds Marketfield Fund 22212 shs</u>	<u>359,836.</u>	<u>377,828.</u>
<u>Managers AMG Yacktman Focused FD 32251 shs</u>	<u>664,630.</u>	<u>769,511.</u>
<u>Oppenheimer FDS Senior Floating Rate 79049 shs</u>	<u>649,000.</u>	<u>664,810.</u>
<u>PIMCO FDS Realest Realret Strat FD 124131 shs</u>	<u>698,211.</u>	<u>614,451.</u>
Total	<u>4,717,563.</u>	<u>4,762,322.</u>

Richard G. Miller Memorial Foundation
Gains/(Losses) from Capital Transactions
EIN # 54-0852892

SHARES	SECURITY	PURCHASE		SALES		Short	Long
		DATE	COST	DATE	PROCEEDS		
1493	ANNALY MTG MANAGEMENT REIT	8/9/2012	\$ 25,099.96	11/20/2012	\$ 21,733.17	\$ (3,366.79)	\$ -
8762.706	ASTONOPTIMUM MID CAP N	3/23/2010	\$ 250,237.79	8/1/2012	\$ 270,504.73	\$ -	\$ 20,266.94
20,629	ASTONOPTIMUM MID CAP N	12/30/2010	\$ 589.11	8/1/2012	\$ 636.82	\$ -	\$ 47.71
21,941	ASTONOPTIMUM MID CAP N	12/30/2010	\$ 626.57	8/1/2012	\$ 677.32	\$ -	\$ 50.75
15,832	ASTONOPTIMUM MID CAP N	12/30/2011	\$ 452.12	8/1/2012	\$ 488.73	\$ 36.61	\$ -
61.4	ASTONOPTIMUM MID CAP N	12/30/2011	\$ 1,753.41	8/1/2012	\$ 1,895.42	\$ 142.01	\$ -
2556.594	DOUBLELINE CORE FIXED INC FD	8/9/2012	\$ 25,544.64	11/12/2012	\$ 25,838.00	\$ 293.36	\$ -
59215.328	DOUBLELINE EMG MKTS FIXED INC N	8/9/2012	\$ 649,000.00	5/30/2013	\$ 643,670.62	\$ (5,329.38)	\$ -
368.141	DOUBLELINE EMG MKTS FIXED INC N	12/19/2012	\$ 4,079.00	5/30/2013	\$ 4,001.69	\$ (77.31)	\$ -
3649.635	DOUBLELINE EMG MKTS FIXED INC N	8/9/2012	\$ 40,000.00	5/30/2013	\$ 39,671.54	\$ (328.46)	\$ -
1713.158	DOUBLELINE TOTAL RETURN	8/9/2012	\$ 19,369.73	11/28/2012	\$ 19,530.00	\$ 160.27	\$ -
131004.367	FRANKLIN INCOME FUND	4/28/2011	\$ 300,000.00	8/14/2012	\$ 288,209.61	\$ -	\$ (11,790.39)
13999.067	INVESCO CONVERTIBLE SECURITIES Y	4/29/2011	\$ 300,000.00	8/1/2012	\$ 278,421.44	\$ -	\$ (21,578.56)
17752.691	IRONCLAD MANAGED RISK	8/9/2012	\$ 203,984.31	1/9/2013	\$ 187,981.00	\$ (16,003.31)	\$ -
42473.593	IRONCLAD MANAGED RISK	8/9/2012	\$ 488,035.69	5/15/2013	\$ 467,614.26	\$ (20,421.43)	\$ -
600	ISHARES DOW JONES TRANSPORTATION AVG	2/16/2011	\$ 57,381.00	8/1/2012	\$ 53,366.91	\$ -	\$ (4,014.09)
1900	ISHARES DOW JONES TRANSPORTATION AVG	2/16/2011	\$ 181,678.00	8/1/2012	\$ 168,995.21	\$ -	\$ (12,682.79)
3703	ISHARES MSCI EMRGING MKT FD	10/20/2009	\$ 151,954.52	8/9/2012	\$ 150,260.51	\$ -	\$ (1,694.01)
400	ISHARES MSCI EMRGING MKT FD	12/27/2011	\$ 15,276.00	8/9/2012	\$ 16,231.22	\$ 955.22	\$ -
2897	ISHARES MSCI EMRGING MKT FD	12/27/2011	\$ 110,680.40	8/9/2012	\$ 117,554.60	\$ 6,874.20	\$ -
329	ISHARES RUSSELL 2000 IDX FD	11/15/2011	\$ 24,441.38	8/1/2012	\$ 25,354.94	\$ 913.56	\$ -
3171	ISHARES RUSSELL 2000 IDX FD	11/15/2011	\$ 235,620.30	8/1/2012	\$ 244,378.51	\$ 8,758.21	\$ -
1500	ISHARES RUSSELL 2000 IDX FD	2/22/2012	\$ 122,849.85	8/1/2012	\$ 115,600.06	\$ (7,249.79)	\$ -
388	ISHARES TRUST BARCLAYS TIPS BOND FD	3/30/2009	\$ 39,847.27	8/9/2012	\$ 46,694.75	\$ -	\$ 6,847.48
1012	ISHARES TRUST BARCLAYS TIPS BOND FD	3/30/2009	\$ 103,931.53	8/9/2012	\$ 121,801.69	\$ -	\$ 17,870.16
1600	ISHARES TRUST BARCLAYS TIPS BOND FD	3/30/2009	\$ 164,317.35	8/9/2012	\$ 192,555.69	\$ -	\$ 28,238.34
57042.351	JP MORGAN MORT-BACKED SECS SEL	8/14/2012	\$ 660,000.00	1/9/2013	\$ 662,241.70	\$ 2,241.70	\$ -
1486.92	JP MORGAN MORT-BACKED SECS SEL	9/19/2012	\$ 17,313.08	1/9/2013	\$ 17,258.02	\$ (55.06)	\$ -
4321.521	JP MORGAN MORT-BACKED SECS SEL	8/9/2012	\$ 50,020.00	1/9/2013	\$ 50,157.98	\$ 137.98	\$ -
10596.845	MANNING & NAPIER PRO-BLEND MAX TERM	1/29/2010	\$ 148,742.78	8/1/2012	\$ 173,470.36	\$ -	\$ 24,727.58
36.815	MANNING & NAPIER PRO-BLEND MAX TERM	6/16/2010	\$ 516.75	8/1/2012	\$ 602.66	\$ -	\$ 85.91
57.239	MANNING & NAPIER PRO-BLEND MAX TERM	12/16/2010	\$ 803.44	8/1/2012	\$ 937.00	\$ -	\$ 133.56
48.341	MANNING & NAPIER PRO-BLEND MAX TERM	8/16/2011	\$ 678.54	8/1/2012	\$ 791.34	\$ -	\$ 112.80
61.918	MANNING & NAPIER PRO-BLEND MAX TERM	12/15/2011	\$ 869.11	8/1/2012	\$ 1,013.60	\$ 144.49	\$ -
17.397	MANNING & NAPIER PRO-BLEND MAX TERM	6/18/2012	\$ 244.19	8/1/2012	\$ 284.79	\$ 40.60	\$ -
1636	NUVEEN FLOATING RATE INC FD	1/1/1940	\$ 21,063.50	8/1/2012	\$ 19,255.28	\$ -	\$ (1,808.22)
1714	NUVEEN FLOATING RATE INC FD	1/1/1940	\$ 22,067.75	8/1/2012	\$ 20,190.46	\$ -	\$ (1,877.29)
1650	NUVEEN FLOATING RATE INC FD	1/1/1940	\$ 21,243.75	8/1/2012	\$ 19,445.23	\$ -	\$ (1,798.52)
800	NUVEEN FLOATING RATE INC FD	1/1/1940	\$ 10,300.00	10/9/2012	\$ 10,007.77	\$ -	\$ (292.23)
1187	NUVEEN FLOATING RATE INC FD	1/1/1940	\$ 15,282.63	10/9/2012	\$ 14,837.16	\$ -	\$ (445.47)
3013	NUVEEN FLOATING RATE INC FD	1/1/1940	\$ 38,792.38	10/9/2012	\$ 37,685.75	\$ -	\$ (1,106.63)
2084	NUVEEN MULTI-STRAT INC & GRO FD 2	1/1/1940	\$ 26,977.59	12/5/2012	\$ 20,435.58	\$ -	\$ (6,542.01)
5516	NUVEEN MULTI-STRAT INC & GRO FD 2	1/1/1940	\$ 71,405.17	12/5/2012	\$ 54,026.35	\$ -	\$ (17,378.82)
12400	NUVEEN MULTI-STRAT INC & GRO FD 2	1/1/1940	\$ 160,519.24	12/5/2012	\$ 121,269.28	\$ -	\$ (39,249.96)
4100	NUVEEN QUALITY PFD INC FD II	1/1/1940	\$ 55,604.00	8/1/2012	\$ 39,035.22	\$ -	\$ (16,568.78)
900	NUVEEN QUALITY PFD INC FD II	1/1/1940	\$ 12,205.76	8/1/2012	\$ 8,568.80	\$ -	\$ (3,636.96)
2500	NUVEEN QUALITY PFD INC FD II	1/1/1940	\$ 33,904.88	8/14/2012	\$ 23,566.72	\$ -	\$ (10,338.16)
2500	NUVEEN QUALITY PFD INC FD II	1/1/1940	\$ 33,904.88	8/20/2012	\$ 23,518.97	\$ -	\$ (10,385.91)
17647	NUVEEN TAX ADVANTAGED		\$ 224,934.86	7/2/2012	\$ 45,619.26	\$ -	\$ (179,315.60)
800	POWERSHARES QQQ TR SERIES 1	5/2/2012	\$ 53,562.32	8/14/2012	\$ 53,686.87	\$ 124.55	\$ -
1700	POWERSHARES QQQ TR SERIES 1	5/2/2012	\$ 113,819.93	8/14/2012	\$ 114,078.14	\$ 258.21	\$ -
1000	POWERSHARES QQQ TR SERIES 1	5/2/2012	\$ 66,952.90	8/21/2012	\$ 68,112.47	\$ 1,159.57	\$ -
1500	POWERSHARES QQQ TR SERIES 1	5/2/2012	\$ 100,429.35	10/9/2012	\$ 100,849.89	\$ 420.54	\$ -
9823.183	RIDGEMOUNT US GOV SEC ULTRA-SHORT BC	8/8/2012	\$ 99,813.52	9/4/2012	\$ 99,980.00	\$ 166.48	\$ -
9861.856	RIDGEMOUNT US GOV SEC ULTRA-SHORT BC	8/8/2012	\$ 100,206.48	1/10/2013	\$ 100,176.46	\$ (30.02)	\$ -
5096.84	RYDEX S&P MIDCAP 400 PURE GWTH H	12/7/2010	\$ 200,152.75	8/1/2012	\$ 207,339.45	\$ -	\$ 7,186.70
3815.823	RYDEX S&P MIDCAP 400 PURE GWTH H	12/27/2010	\$ 149,847.25	8/1/2012	\$ 155,227.68	\$ -	\$ 5,380.43
2700	SECTOR SPDR TR CON STPLS	12/20/2011	\$ 86,414.24	8/14/2012	\$ 96,498.53	\$ 10,084.29	\$ -
1300	SECTOR SPDR TR CON STPLS	12/20/2011	\$ 41,606.86	8/14/2012	\$ 46,455.42	\$ 4,848.56	\$ -
2000	SECTOR SPDR TR CON STPLS	12/20/2011	\$ 64,010.55	8/21/2012	\$ 71,530.59	\$ 7,520.04	\$ -
2000	SECTOR SPDR TR CON STPLS	12/20/2011	\$ 64,010.55	10/9/2012	\$ 72,291.98	\$ 8,281.43	\$ -
10000	SPDR FINANCIAL SELECT	3/13/2012	\$ 153,915.00	8/9/2012	\$ 149,588.64	\$ (4,326.36)	\$ -
8000	SPDR TECH SHARE	8/30/2011	\$ 196,975.00	8/9/2012	\$ 240,227.41	\$ 43,252.41	\$ -
2000	SPDR TRUST UNIT SR 1	10/19/2011	\$ 244,573.00	8/14/2012	\$ 281,927.68	\$ 37,354.68	\$ -
1000	SPDR TRUST UNIT SR 1	12/27/2011	\$ 126,624.00	8/21/2012	\$ 141,869.82	\$ 15,245.82	\$ -
1000	SPDR TRUST UNIT SR 1	2/22/2012	\$ 136,314.90	10/9/2012	\$ 144,370.46	\$ 8,055.56	\$ -
2020	TELEFONICA DE ESPANA ADR	10/21/2010	\$ 53,250.78	8/1/2012	\$ 22,906.28	\$ -	\$ (30,344.50)
3980	TELEFONICA DE ESPANA ADR	10/21/2010	\$ 104,919.86	8/1/2012	\$ 45,163.98	\$ -	\$ (59,755.88)
420	UNITED STATE NATURAL GAS FD	5/28/2009	\$ 49,972.81	8/1/2012	\$ 9,106.63	\$ -	\$ (40,866.18)
423	UNITED STATE NATURAL GAS FD	5/28/2009	\$ 50,329.76	8/20/2012	\$ 8,012.75	\$ -	\$ (42,317.01)
2112.578	VICTORY FUND FOR INCOME CL A	8/9/2012	\$ 23,956.63	11/14/2012	\$ 23,851.01	\$ (105.62)	\$ -
14273.779	VIRTUS REAL ESTATE SEC A	1/1/1940	\$ 427,045.43	8/1/2012	\$ 500,581.43	\$ -	\$ 73,536.00
5182.073	WELLS FARGO ADVANTAGE GWTH INV	5/25/2011	\$ 185,000.00	8/1/2012	\$ 194,327.74	\$ -	\$ 9,327.74
10409.417	YACKTMAN FOCUSED FUND	9/5/2012	\$ 214,516.95	1/9/2013	\$ 218,493.66	\$ 3,976.71	\$ -
	Totals		\$ 8,252,365.00		\$ 8,034,542.69	\$ 104,153.53	\$ (321,975.84)
	Capital Loss from Equity Transactions						\$ (217,822.31)
	Capital Gain Distributions - Short Term						\$ 55,471.55
	Capital Gain Distributions - Long Term						\$ 44,611.26
	Total Capital Gain Distributions						\$ 100,082.81
	Total Gain/(Loss) from Capital Transactions						\$ (117,739.50)