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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052








2012



Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation MILLS FOUNDATION INC		A Employer identification number 13-2622775	
Number and street (or P O box number if mail is not delivered to street address) 1010 ROUTE 601		B Telephone number (see instructions) (609) 921-3880	
City or town, state, and ZIP code SKILLMAN, NJ 08558		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,537,779		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15,198	15,198		
	4 Dividends and interest from securities.	35,557	35,557		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-27,038			
	b Gross sales price for all assets on line 6a _____ 3,311,926				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,287	1,287		
	12 Total. Add lines 1 through 11	25,004	52,042		
	13 Compensation of officers, directors, trustees, etc	5,346	0		5,346
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,195	3,717		2,478
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,445	478		487
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	34,712	33,018		1,695
	24 Total operating and administrative expenses. Add lines 13 through 23	49,698	37,213		10,006
	25 Contributions, gifts, grants paid	124,095			124,095
	26 Total expenses and disbursements. Add lines 24 and 25	173,793	37,213		134,101
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-148,789			
	b Net investment income (if negative, enter -0-)		14,829		
	c Adjusted net income (if negative, enter -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
Assets	1	Cash—non-interest-bearing	22,245	31,533	31,533
	2	Savings and temporary cash investments	801,077	862,103	862,103
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	166,354	 126,201	145,853
	b	Investments—corporate stock (attach schedule)	1,824,992	 1,793,938	2,198,124
	c	Investments—corporate bonds (attach schedule).	155,333	 100,608	103,046
	11	Investments—land, buildings, and equipment basis ▶ _____ 10,000 Less accumulated depreciation (attach schedule) ▶ _____	10,000	10,000	10,000
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	104,340	 52,532	47,120
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	 140,000	 140,000	 140,000
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,224,341	3,116,915	3,537,779

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 0	 41,363	
	23	Total liabilities (add lines 17 through 22)	0	41,363	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,224,341	3,224,341	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	-148,789	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,224,341	3,075,552	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,224,341	3,116,915	

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	3,224,341
2	Enter amount from Part I, line 27a	2	-148,789
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,075,552
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	3,075,552

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	-27,038
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 page 18 of 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	260,762	3,493,279	0 074647
2010	175,221	3,617,740	0 048434
2009	176,668	3,461,000	0 051045
2008	167,904	3,298,163	0 050908
2007	169,216	3,890,205	0 043498

2	Total of line 1, column (d).	2	0 268532
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 053706
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,416,689
5	Multiply line 4 by line 3.	5	183,497
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	148
7	Add lines 5 and 6.	7	183,645
8	Enter qualifying distributions from Part XII, line 4.	8	134,101

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	297
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	297
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	297
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,400	
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	2,400
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,103
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,103	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ, NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶JOAN E PERSICHILLI Telephone no ▶(609) 921-3880			
	Located at ▶1010 ROUTE 601 SKILLMAN NJ ZIP +4 ▶08558			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,683,449
b	Average of monthly cash balances.	1b	635,271
c	Fair market value of all other assets (see instructions).	1c	150,000
d	Total (add lines 1a, b, and c).	1d	3,468,720
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	3,468,720
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	52,031
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,416,689
6	Minimum investment return. Enter 5% of line 5.	6	170,834

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	170,834
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	297
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	297
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	170,537
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	170,537
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	170,537

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	134,101
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	134,101
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	134,101
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				170,537
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				85,751
f Total of lines 3a through e.	85,751			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 134,101				
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.				134,101
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	36,436			36,436
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	49,315			
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 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).	0			
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.	49,315			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				49,315
e Excess from 2012. . . .				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

BRADFORD MILLS

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	124,095
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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

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

*****	2014-01-21	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ALLERGAN INC		2012-03-21	2012-12-14
INTUITIVE SURGICAL INC		2012-12-14	2012-12-20
MERCK & CO INC		2011-10-31	2013-01-04
BALL CORPORATION		2010-12-02	2013-01-08
BALL CORPORATION (2 1 STK SPLIT 02-16-11)		2010-12-02	2013-01-08
APPLE INC		2010-04-06	2013-01-14
ISHARES IBOXX \$ INVESTOP INVESTMENT GRADE CORP BD FD ETF		2012-07-24	2013-01-14
APPLE INC		2010-04-06	2013-01-24
SPDR EURO STOXX 50 ETF		2012-10-17	2013-02-07
SPDR EURO STOXX 50 ETF		2012-10-31	2013-02-07
SPDR EURO STOXX 50 ETF		2012-10-31	2013-02-14
SPDR EURO STOXX 50 ETF		2012-11-26	2013-02-14
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 02-14-13)		2009-07-13	2013-02-15
APACHE CORPORATION		2013-01-29	2013-02-25
STARZ - LIBERTY CAPITAL		2011-02-28	2013-02-25
BB&T CORP		2013-01-17	2013-02-26
WISDOMTREE INDIA EARNINGS FUND ETF		2012-12-20	2013-03-01
SPDR GOLD TRUST ETF		2009-01-22	2013-03-13
ISHARES GOLD TRUST ETF		2012-09-21	2013-03-19
ISHARES INC ETF MSCI GERMANY INDEX FD		2013-02-14	2013-03-19
EBAY INC		2012-05-01	2013-03-25
ISHARES INC ETF MSCI HONG KONG INDEX		2012-12-17	2013-03-25
CISCO SYSTEMS INC		2013-01-04	2013-03-27
CISCO SYSTEMS INC		2013-01-04	2013-03-27
MC DONALDS CORP		2008-01-24	2013-04-01
MC DONALDS CORP		2009-06-01	2013-04-01
ARES CAPITAL CORP		2012-10-24	2013-04-05
BLACKROCK INC		2012-11-05	2013-04-05
VANGUARD MSCI EAFE ETF		2013-02-14	2013-04-05
WAL-MART STORES INC SR NOTES 4 25% DUE 4-15-13		2008-11-10	2013-04-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GENERAL ELECTRIC CO		2013-03-12	2013-04-23
ISHARES GOLD TRUST ETF		2012-09-21	2013-04-30
SPDR GOLD TRUST ETF		2009-01-22	2013-04-30
SPDR GOLD TRUST ETF		2011-06-09	2013-04-30
SPDR GOLD TRUST ETF		2011-07-12	2013-04-30
SPDR GOLD TRUST ETF		2011-07-13	2013-04-30
AMAZON COM INC		2011-05-26	2013-05-01
MERCK & CO INC		2011-10-31	2013-05-08
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 05-15-13)		2009-07-13	2013-05-16
HOME LOAN SERVICING SOLUTION		2013-01-25	2013-05-20
FOMENTO ECONOMICO MEXICANO SAB DE CV SPONSORED ADR		2013-02-01	2013-05-22
WISDOMTREE JAPAN HEDGED EQUITY FUND		2013-01-04	2013-05-24
WISDOMTREE JAPAN HEDGED EQUITY FUND		2013-01-04	2013-05-30
WISDOMTREE JAPAN HEDGED EQUITY FUND		2013-01-08	2013-05-30
WISDOMTREE JAPAN HEDGED EQUITY FUND		2013-01-08	2013-06-04
WISDOMTREE JAPAN HEDGED EQUITY FUND		2013-01-15	2013-06-04
MOSAIC CO/THE		2013-05-08	2013-06-11
CAMECO CORP		2013-05-16	2013-06-12
TEMPLETON GLOBAL BOND FUND		2010-04-13	2013-06-13
TEMPLETON GLOBAL BOND FUND		2010-04-13	2013-06-13
TEMPLETON GLOBAL BOND FUND AD FUND #616 (CAP GAIN DIST REINVESTMENT)		2011-12-19	2013-06-13
TEMPLETON GLOBAL BOND FUND AD FUND #616 (CAP GAIN DIST REINVESTMENT)		2012-12-19	2013-06-13
TEMPLETON GLOBAL BOND FUND AD FUND #616 (CAP GAIN DIST REINVESTMENT)		2012-12-19	2013-06-13
EGSHARES EMERGING MARKETS CONSUMER TITANS INDEX FUND ETF		2011-09-01	2013-06-20
EGSHARES EMERGING MARKETS CONSUMER TITANS INDEX FUND ETF		2012-01-31	2013-06-20
EGSHARES EMERGING MARKETS CONSUMER TITANS INDEX FUND ETF		2012-12-14	2013-06-20
HOME DEPOT INC		2013-04-03	2013-06-20
MONDELEZ INTERNATIONAL		2013-02-28	2013-06-20
THE JPMORGAN ALERIAN MLP INDEX ETN ETF		2013-05-02	2013-06-20
VODAFONE GROUP PLC SPONSORED ADR NEW		2013-04-03	2013-06-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
APPLE INC		2013-03-19	2013-06-21
APPLE INC		2013-05-01	2013-06-21
SPDR GOLD TRUST ETF		2011-07-13	2013-07-16
SPDR GOLD TRUST ETF		2011-08-05	2013-07-16
AMAZON COM INC		2011-05-26	2013-07-19
ABBVIE INC-WHEN ISSUED		2013-03-20	2013-08-09
ABBVIE INC-WHEN ISSUED		2013-03-27	2013-08-09
ABBVIE INC-WHEN ISSUED		2013-03-28	2013-08-09
JPMORGAN CHASE & CO		2013-05-08	2013-08-09
JPMORGAN CHASE & CO		2013-05-08	2013-08-12
JPMORGAN CHASE & CO		2013-05-09	2013-08-12
JPMORGAN CHASE & CO		2013-06-10	2013-08-12
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 08-15-13)		2009-07-13	2013-08-12
SPDR GOLD TRUST ETF		2011-08-05	2013-08-14
HOME DEPOT INC		2013-04-03	2013-08-19
CANADIAN GOVERNMENT ISIN CA 135087A461 SEDOL B87DNX1		2012-09-20	2013-08-20
FASTENALCO		2012-12-31	2013-08-20
VANGUARD FTSE EMERGING MARKETS ETF		2013-07-23	2013-08-21
FACEBOOK INC A		2013-08-07	2013-08-27
UNITED PARCEL SERVICE CL B		2013-05-06	2013-08-27
US BAN CORP DEL COM NEW		2013-05-21	2013-08-27
SANOFI SPONSORED ADR		2012-08-28	2013-09-03
BP PLC SPONSORED ADR		2013-05-01	2013-09-16
BP PLC SPONSORED ADR		2013-05-14	2013-09-16
FIFTH THIRD BANCORP		2013-05-28	2013-09-20
SCHWAB CHARLES CORP NEW		2013-06-27	2013-09-30
PROCTER & GAMBLE CO		2012-12-17	2013-10-02
PROCTER & GAMBLE CO		2013-04-03	2013-10-02
SPDR GOLD TRUST ETF		2011-08-05	2013-10-02
PRICELINE COM INC		2013-07-01	2013-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CROWN HOLDINGS INC		2013-06-10	2013-10-07
CHEVRON CORPORATION		2013-03-04	2013-10-11
U S TREASURY - INFLATION PROTECTION SECS 02 375% DUE 01/15/2025		2010-05-07	2013-10-25
SPDR GOLD TRUST ETF		2011-08-05	2013-11-04
SPDR GOLD TRUST ETF		2013-08-27	2013-11-04
AFLAC INC		2013-05-31	2013-11-06
GOLUB CAPITAL BDC INC		2013-05-08	2013-11-07
SPDR GOLD TRUST ETF		2013-08-27	2013-11-07
VANGUARD FTSE DEVELOPED MARKETS ETF		2013-10-11	2013-11-07
VANGUARD FTSE EMERGING MARKETS ETF		2013-07-23	2013-11-07
SPDR GOLD TRUST ETF		2013-08-27	2013-11-08
OASIS PETROLEUM INC		2013-10-02	2013-11-11
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 11-15-13)		2009-07-13	2013-11-13
VANGUARD FTSE EMERGING MARKETS ETF		2013-07-23	2013-11-13
VANGUARD FTSE EMERGING MARKETS ETF		2013-08-13	2013-11-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
30,234		30,977	-743
28,741		30,577	-1,836
17,582		14,686	2,896
5,656		4,344	1,312
14,479		11,121	3,358
11,040		5,227	5,813
96,841		96,257	584
40,541		20,908	19,633
32,630		31,504	1,126
3,435		3,220	215
25,882		24,150	1,732
35,026		32,951	2,075
59		25	34
27,527		31,216	-3,689
5,523		2,133	3,390
30,323		31,354	-1,031
28,464		30,234	-1,770
74,460		40,969	33,491
15,236		17,157	-1,921
30,898		30,938	-40
10,375		8,324	2,051
30,186		30,139	47
30,107		30,070	37
16,000		15,859	141
1,485		808	677
39,597		23,963	15,634
46,412		46,229	183
30,411		23,731	6,680
31,320		31,261	59
55,000		54,725	275

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,996		19,561	-1,565
126,519		154,409	-27,890
24,850		14,783	10,067
32,660		34,631	-1,971
35,500		38,215	-2,715
34,790		37,862	-3,072
13,366		10,548	2,818
32,443		25,002	7,441
75		30	45
35,491		30,977	4,514
44,971		47,097	-2,126
29,144		22,772	6,372
9,978		7,970	2,008
4,039		3,123	916
14,894		11,757	3,137
16,989		14,066	2,923
31,166		34,223	-3,057
32,511		34,027	-1,516
13		13	0
96,876		99,987	-3,111
624		585	39
13		13	0
1,255		1,267	-12
26,581		26,163	418
23,694		22,901	793
12,028		13,098	-1,070
7,458		7,064	394
44,019		42,971	1,048
57,350		59,618	-2,268
13,860		14,432	-572

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
41,253		46,281	-5,028
9,803		10,557	-754
81,697		101,223	-19,526
105,395		136,955	-31,560
10,956		7,032	3,924
35,515		30,878	4,637
7,773		6,998	775
6,880		6,151	729
33,317		30,432	2,885
3,515		3,243	272
17,844		16,299	1,545
10,814		10,895	-81
27		11	16
181,881		230,148	-48,267
33,223		31,010	2,213
47,405		51,808	-4,403
43,705		45,098	-1,393
26,703		28,431	-1,728
33,906		32,448	1,458
32,664		33,769	-1,105
34,374		33,603	771
42,872		37,370	5,502
42,174		43,540	-1,366
4,217		4,313	-96
50,031		50,566	-535
47,148		47,221	-73
65,533		60,335	5,198
15,152		15,732	-580
25,390		32,415	-7,025
7,066		5,911	1,155

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
31,638		32,934	-1,296
23,428		23,358	70
37,304		31,550	5,754
43,859		55,916	-12,057
19,705		21,269	-1,564
53,411		46,871	6,540
43,021		43,928	-907
100,934		109,776	-8,842
24,262		24,000	262
22,710		22,301	409
50,078		55,574	-5,496
48,826		48,267	559
12		5	7
15,217		15,405	-188
32,665		32,915	-250

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-743
			-1,836
			2,896
			1,312
			3,358
			5,813
			584
			19,633
			1,126
			215
			1,732
			2,075
			34
			-3,689
			3,390
			-1,031
			-1,770
			33,491
			-1,921
			-40
			2,051
			47
			37
			141
			677
			15,634
			183
			6,680
			59
			275

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,565
			-27,890
			10,067
			-1,971
			-2,715
			-3,072
			2,818
			7,441
			45
			4,514
			-2,126
			6,372
			2,008
			916
			3,137
			2,923
			-3,057
			-1,516
			0
			-3,111
			39
			0
			-12
			418
			793
			-1,070
			394
			1,048
			-2,268
			-572

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,028
			-754
			-19,526
			-31,560
			3,924
			4,637
			775
			729
			2,885
			272
			1,545
			-81
			16
			-48,267
			2,213
			-4,403
			-1,393
			-1,728
			1,458
			-1,105
			771
			5,502
			-1,366
			-96
			-535
			-73
			5,198
			-580
			-7,025
			1,155

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,296
			70
			5,754
			-12,057
			-1,564
			6,540
			-907
			-8,842
			262
			409
			-5,496
			559
			7
			-188
			-250

Form 990PF Part VIII Line 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
BRADFORD MILLS	TREASURER / DIRECTOR 2 00	0	0	0
2094 AQUETONG ROAD NEW HOPE, PA 18938				
BARBARA M HENAGAN	SECT'Y / DIRECTOR 2 00	0	0	0
35 VALLEY ROAD ATLANTA, GA 30305				
ROSS D MILLS	CO-PRESIDENT / DIRECTOR 2 00	0	0	0
3652 TOUCH OF CLASS COURT WELLINGTON, FL 33414				
ELIZABETH MILLS-HARDIE	CO-PRESIDENT / DIRECTOR 2 00	0	0	0
5514 WADE PARK BLVD RALEIGH, NC 27607				
JOAN PERSICHILLI	ASST SECRETARY 2 00	5,346	0	0
1010 ROUTE 601 SKILLMAN, NJ 08558				
MICHAEL PETERSON	DIRECTOR 2 00	0	0	0
1010 ROUTE 601 SKILLMAN, NJ 08558				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN BOYS CHOIR 75 MAPLETON RD PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	3,000
AMERICAN MUSEUM OF FLY FISHING PO BOX 42 MANCHESTER,VT 05254	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	11,000
AMWELL VALLEY CONSERVATION TRUST 1010 ROUTE 601 SKILLMAN,NJ 08558	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	2,000
ATLANTA SPEECH SCHOOL (BMH) 3160 NORTHSIDE PKWY NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000
BLOOMING GROVE VOLUNTEER FIRE DEPT HC8 BOX 8502 LORDS VALLEY,PA 18428	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	185
BREAKTHROUGH ATLANTA (DMH) 4075 PACES FERRY RD NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	350
BREAKTHROUGH ATLANTA (WFH) 4075 PACES FERRY RD NW ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	500
BUCKS COUNTY PLAYHOUSE 55 BRIDGE ST LAMBERTVILLE,NJ 08530	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	400
COUNCIL ON FOREIGN RELATIONS 58 E 68TH ST NEW YORK,NY 10021	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000
GEORGE SCHOOL 1690 NEWTOWN-LANGHORNE RD NEWTOWN,PA 18940	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	750
HISTORIC MORVEN INC 55 STOCKTON ST PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000
HISTORICAL SOCIETY OF PRINCETON -ANNUAL FUND 158 NASSAU ST PRINCETON,NJ 08542	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,250
LAMBERTVILLE-NEW HOPE AMBULANCE & RESCUE SQUAD PO BOX 237 LAMBERTVILLE,NJ 08530	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	50
MANOMET (BMH) PO BOX 1770 MANOMET,MA 02345	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	300
METRO ATLANTA PROJECT (DMH) - NORTHSIDE UNITER METHODIST CHURCH 2799 NORTHSIDE DR NW ATLANTA,GA 30305	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	350

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MILLBROOK SCHOOL (ANNUAL FUND) SCHOOL RD MILLBROOK,NY 12545	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	2,500
MILLBROOK SCHOOL (MILLS SCHOLARSHIP FUND) SCHOOL RD MILLBROOK,NY 12545	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	10,000
MILLBROOK SCHOOL (ROM) SCHOOL RD MILLBROOK,NY 12545	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	3,300
NEW JERSEY CONSERVATION FOUNDATION 170 LONGVIEW RD FAR HILLS,NJ 07931	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	500
PLANNED PARENTHOOD (EMH) 434 WEST 33RD ST NEW YORK,NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000
PLANNED PARENTHOOD (FLH) 434 WEST 33RD ST NEW YORK,NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
PLANNED PARENTHOOD (KIH) 434 WEST 33RD ST NEW YORK,NY 10001	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
PRINCETON HEALTHCARE SYSTEM FOUNDATION 3626 US ROUTE ONE PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	10,000
PRINCETON HEALTHCARE SYSTEM FOUNDATION 3626 US ROUTE ONE PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	5,000
PRINCETON PHILHARMONIC ORCHESTRA PO BOX 250 PRINCETON,NJ 08542	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	450
PRINCETON UNIVERSITY (HENAGAN-MILLS SCHOLARSHIP FUND) PO BOX 5357 PRINCETON,NJ 08544	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	16,635
PRINCETON UNIVERSITY ANNUAL GIVING PO BOX 5357 PRINCETON,NJ 08544	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	10,000
PRINCETON UNIVERSITY CLASS OF 1948 PO BOX 5357 PRINCETON,NJ 08544	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	60
SAVE A FRIEND TO HOMELESS ANIMALS 900 HERRONTOWN RD PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	13,080
SMITH COLLEGE ALUMNAE FUND (EMH) 33 ELM STREET NORTHAMPTON,MA 01063	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOLEBURY TOWNSHIP PBA PO BOX 239 SOLEBURY,PA 18963	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	50
ST JUDE CHILDREN'S RESEARCH HOSPITAL (ARM) 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
THE ATLANTIC SALMON FEDERATION BOX 807 CALAIS,ME 04619	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	5,000
THE CARTER CENTER (BMH) 453 FREEDOM PARKWAY ATLANTA,GA 30307	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,000
THE LOVETT SCHOOL (WCH) 4075 PACES FERRY RD ATLANTA,GA 30327	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	50
THE NATURE CONSERVANCY (BTM) 4245 N FAIRFAX DR 100 ARLINGTON,VA 22203	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
THE NATURE CONSERVANCY (EMH) 4245 N FAIRFAX DR 100 ARLINGTON,VA 22203	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	1,300
THE TRIBUTARY FUND PO BOX 608 BOZEMAN,MT 59771	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	100
THE TRUST FOR PUBLIC LAND (WCH) 660 W PEACHTREE NW SUITE 1840 ATLANTA,GA 30308	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	650
THOMPSON MEMORIAL PRESBYTERIAN CHURCH 1680 AQUETONG RD NEW HOPE,PA 18938	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	4,570
TOMORROW'S RAINBOW (LCM) 4341 NW 39TH AVE COCONUT CREEK,FL 33073	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
UNIVERSITY COTTAGE CLUB 51 PROSPECT AVE PRINCETON,NJ 08540	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	10,000
VISITING NURSE HEALTH SYSTEM (WFH) 5775 GLENRIDGE DR E200 ATLANTA,GA 30328	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	500
WILDLIFE FOUNDATION OF FLORIDA (BHM) PO BOX 11010 TALLAHASSEE,FL 32302	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	700
WOUNDED WARRIOR PROJECT 4899 BELFORT RD 300 JACKSONVILLE,FL 32256	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING FUND	15
Total  3a				124,095

TY 2012 Accounting Fees Schedule**Name:** MILLS FOUNDATION INC**EIN:** 13-2622775

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCGLADREY LLP - INVESTMENT ACCOUNTING & FORM 990-PF	3,717	3,717		0
MCGLADREY LLP - RESEARCH & PLANNING	2,478	0		2,478

**TY 2012 Investments Corporate
Bonds Schedule****Name:** MILLS FOUNDATION INC**EIN:** 13-2622775

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CATERPILLAR FINANCIAL SE NTS 02.750% DUE 06/24/2015	50,430	51,734
SHERWIN WILLIAMS CO SR UNSEC 03.125% DUE 12/15/2014	50,178	51,312
WAL-MART STORES INC. SR NOTES 4.25% DUE 4-15-13	0	0

TY 2012 Investments Corporate

Stock Schedule

Name: MILLS FOUNDATION INC

EIN: 13-2622775

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	51,464	60,080
3M COMPANY	11,387	12,817
ALLERGAN INC	0	0
AMAZON COM INC	0	0
AMAZON COM INC	16,603	33,458
AMERICAN INTERNATIONAL GROUP, INC	16,679	18,408
AMERICAN INTERNATIONAL GROUP,INC	31,856	39,800
AMERICAN INTERNATIONAL GROUP,INC	14,349	15,671
APPLE INC.	0	0
APPLE INC.	0	0
ARES CAPITAL CORP	0	0
BALL CORPORATION	0	0
BALL CORPORATION (2:1 STK SPLIT 02-16-11)	0	0
BANK OF THE OZARKS	33,846	42,674
BLACKROCK INC.	22,212	35,422
CARNIVAL CORP	33,550	34,666
CELGENE CORP	31,417	42,707
CHEVRON CORPORATION	22,774	23,876
CHEVRON CORPORATION	23,764	24,488
CONOCO PHILLIPS	16,550	23,296
DIAGEO PLC SPONSORED ADR	8,272	15,959
DIAGEO PLC SPONSORED ADR	20,038	39,578
EBAY INC	23,611	28,948
ECOLAB INC	50,223	62,373
EGSHARES EMERGING MARKETS CONSUMER TITANS INDEX FUND ETF	0	0
EGSHARES EMERGING MARKETS CONSUMER TITANS INDEX FUND ETF	0	0
EMERSON ELECTRIC CO	33,664	39,189
EMERSON ELECTRIC CO	11,479	11,857
EXXON MOBIL CORP.	2,947	7,478
EXXON MOBIL CORP.	13,826	18,696

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORP.	10,614	11,218
EXXON MOBIL CORP.	30,623	30,381
FRANKLIN STREET PROPERTIES C	49,000	45,010
FREEPORT MCMORAN COPPER & GOLD INC	32,212	35,037
FREEPORT MCMORAN COPPER & GOLD INC	14,542	14,743
GENERAL ELECTRIC CO	33,733	38,390
GENERAL ELECTRIC CO	17,191	18,795
GENERAL ELECTRIC CO	10,740	10,664
GLAXO SMITHKLINE ADR	54,615	56,413
GLAXO SMITHKLINE ADR	10,362	10,584
GOOGLE INC. - CLASS A	25,350	50,860
ILLINOIS TOOL WORKS INC	52,470	55,388
ISHARES GOLD TRUST ETF	0	0
ISHARES GOLD TRUST ETF	0	0
ISHARES IBOXX \$ INVESTOP INVESTMENT GRADE CORP BD FD ETF	0	0
ISHARES MSCI GERMANY ETF	65,685	74,958
ISHARES MSCI GERMANY ETF	21,660	23,539
ISHARES MSCI POLAND CAPPED ETF	25,215	25,539
KINDER MORGAN MANAGEMENT LLC	32,324	74,656
KINDER MORGAN MANAGEMENT LLC (2009 STK SPLIT 08-14-09)	796	1,838
KINDER MORGAN MANAGEMENT LLC (2009 STK SPLIT 11-13-09)	793	1,832
KINDER MORGAN MANAGEMENT LLC (2010 STK SPLIT 02-12-10)	698	1,613
KINDER MORGAN MANAGEMENT LLC (2010 STK SPLIT 05-14-10)	663	1,531
KINDER MORGAN MANAGEMENT LLC (2010 STK SPLIT 08-13-10)	696	1,608
KINDER MORGAN MANAGEMENT LLC (2010 STK SPLIT 11-12-10)	696	1,608
KINDER MORGAN MANAGEMENT LLC (2011 STK DIVIDEND 02-14-11)	630	1,455
KINDER MORGAN MANAGEMENT LLC (2011 STK DIVIDEND 05-13-11)	630	1,455
KINDER MORGAN MANAGEMENT LLC (2011 STK DIVIDEND 08-12-11)	663	1,531
KINDER MORGAN MANAGEMENT LLC (2011 STK DIVIDEND 11-14-11)	663	1,531
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 02-14-12)	564	1,302

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 05-15-12)	630	1,455
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 08-14-12)	597	1,378
KINDER MORGAN MANAGEMENT LLC (2012 STK DIVIDEND 11-14-12)	663	1,531
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 02-14-13)	0	0
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 02-14-13)	630	1,455
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 05-15-13)	0	0
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 05-15-13)	597	1,378
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 08-15-13)	0	0
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 08-15-13)	663	1,531
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 11-15-13)	0	0
KINDER MORGAN MANAGEMENT LLC (2013 STK DIVIDEND 11-15-13)	763	1,761
LIBERTY MEDIA CORP	18,547	44,503
LINCOLN NATIONAL CORP	49,461	50,457
MARKEL CORP (HOLDING CO)	30,896	35,109
MASTERCARD INC. CL A	31,223	69,995
MC DONALDS CORP	0	0
MC DONALDS CORP	0	0
MERCK & CO INC.	0	0
MERCK & CO INC.	0	0
MOSAIC CO/THE	31,760	32,812
NIKE INC CL B	49,737	50,175
NOBLE ENERGY INC	49,778	50,713
PIONEER NAT RES CO	49,372	42,660
PRAXAIR INC.	6,265	10,101
PRAXAIR INC.	16,020	25,252
PRICELINE.COM INC	26,179	36,962
ROCHE HOLDING L TO SPONSORED ADR	52,682	57,091
SANOFI SPONSORED ADR	0	0
SERMED INDUSTRIES, INC.	17,500	0
SPDR EURO STOXX 50 ETF	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR EURO STOXX 50 ETF	0	0
SPDR EURO STOXX 50 ETF	0	0
SPDR EURO STOXX 50 ETF	0	0
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	0	0
SPDR GOLD TRUST ETF	0	0
STAG INDUSTRIES INC	43,703	43,360
STARZ - LIBERTY CAPITAL	0	0
STRATASYS LTD	15,629	21,905
STRATASYS LTD	13,769	15,899
TEMPLETON GLOBAL BOND FUND	0	0
TEMPLETON GLOBAL BOND FUND	0	0
TEMPLETON GLOBAL BOND FUND AD FUND #616 (CAP GAIN DIST REINVESTMENT)	0	0
TORTOISE ENERGY INFRASTRUCTURE	36,781	64,740
TRIPADVISOR INC CLASS I	26,132	36,035
TWENTY-FIRST CENTURY-CL B-WI	47,174	51,527
UNION PACIFIC CORP	46,219	52,987
VANGUARD FTSE DEVELOPED MARKETS ETF	32,426	33,389
VODAFONE GROUP PLC SPONSORED ADR NEW	32,040	41,170
VODAFONE GROUP PLC SPONSORED ADR NEW	12,244	14,836
WALGREEN CO	44,676	53,280
WHITEWAVE FOODS CO CLASS A	24,843	27,757

TY 2012 Investments Government Obligations Schedule

Name: MILLS FOUNDATION INC

EIN: 13-2622775

US Government Securities - End of Year Book Value:	126,201
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US Government Securities - End of Year Fair Market Value:	145,853
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2012 Investments - Other Schedule**Name:** MILLS FOUNDATION INC**EIN:** 13-2622775

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CANADIAN GOVERNMENT ISIN CA 135087A461 SEDOL B87DNX1	AT COST	0	0
CANADIAN GOVERNMENT ISIN CA 135087ZR85 SEDOL B44RG39	AT COST	52,532	47,120

TY 2012 Other Assets Schedule

Name: MILLS FOUNDATION INC

EIN: 13-2622775

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PAINTING - "MALLWYD NED" BY THOMAS BLINKS (ENGLISH SETTER) (SEE STMT 15)	140,000	140,000	140,000

TY 2012 Other Expenses Schedule**Name:** MILLS FOUNDATION INC**EIN:** 13-2622775

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHECKING ACCOUNT FEES	75	0		75
STATE FILING FEES	307	0		308
WORKER'S COMPENSATION	482	0		482
INSURANCE	360	0		360
REIMBURSED EXPENSES	413	413		0
INVESTMENT ADVISORY FEES	24,001	24,001		0
INVESTMENT COST ADJUSTMENT - PNC	8,604	8,604		0
DEDUCTION FOR SERVICES	470	0		470

TY 2012 Other Income Schedule

Name: MILLS FOUNDATION INC

EIN: 13-2622775

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CAPITAL GAIN DISTRIBUTIONS	1,287	1,287	1,287

TY 2012 Other Liabilities Schedule

Name: MILLS FOUNDATION INC

EIN: 13-2622775

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO PNC	0	41,363

TY 2012 Taxes Schedule**Name:** MILLS FOUNDATION INC**EIN:** 13-2622775

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES - PRIOR YEAR BALANCE DUE	80	0		0
FEDERAL EXCISE TAXES - ESTIMATED PAYMENTS	2,400	0		0
PAYROLL TAXES	487	0		487
FOREIGN TAXES	478	478		0