



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation MILLS FAMILY FOUNDATION		A Employer identification number 20-3972275
Number and street (or P O box number if mail is not delivered to street address) 500 NORTH GREEN BAY ROAD	Room/suite	B Telephone number (847) 234-6525
City or town, state or province, country, and ZIP or foreign postal code LAKE FOREST, IL 60045-2146		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,969,491.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,898,683.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		133,633.	133,633.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		569,289.			
b Gross sales price for all assets on line 6a 3,265,975.					
7 Capital gain net income (from Part IV, line 2)			569,289.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		3,601,605.	702,922.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest		96.	96.		0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 2		455.	0.		15.
24 Total operating and administrative expenses. Add lines 13 through 23		551.	96.		15.
25 Contributions, gifts, grants paid		1,754,695.			1,754,695.
26 Total expenses and disbursements. Add lines 24 and 25		1,755,246.	96.		1,754,710.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,846,359.			
b Net investment income (if negative, enter -0-)			702,826.		
c Adjusted net income (if negative, enter -0-)				N/A	

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	162,414.	785,959.	785,959.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons		2,000.	2,000.
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 3	2,411,709.	1,372,954.	3,824,225.
	c Investments - corporate bonds STMT 4	0.	839,858.	957,719.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ DUE FROM BROKER)	0.	399,588.	399,588.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	2,574,123.	3,400,359.	5,969,491.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	8,600.		
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	8,600.	0.		
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	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	2,565,523.	3,400,359.		
30 Total net assets or fund balances	2,565,523.	3,400,359.		
31 Total liabilities and net assets/fund balances	2,574,123.	3,400,359.		

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	2,565,523.
2 Enter amount from Part I, line 27a	2	1,846,359.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,411,882.
5 Decreases not included in line 2 (itemize) ▶ ADJ DONATED STOCK TO DONOR BASIS	5	1,011,523.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,400,359.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b				
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 3,265,975.		2,696,686.	569,289.	
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			569,289.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2 569,289.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,131,025.	3,294,599.	.343297
2011	1,524,200.	2,598,377.	.586597
2010	1,402,426.	1,378,788.	1.017144
2009	1,708,954.	985,808.	1.733557
2008	1,457,945.	1,047,457.	1.391890
2 Total of line 1, column (d)			2 5.072485
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 1.014497
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,509,997.
5 Multiply line 4 by line 3			5 4,575,378.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,028.
7 Add lines 5 and 6			7 4,582,406.
8 Enter qualifying distributions from Part XII, line 4			8 1,754,710.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	14,057.
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	14,057.
4	Substitute 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	14,057.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,547.
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	12,547.
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	1,510.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		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. <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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

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 ► N/A	13	X	
14	The books are in care of ► JAMES MILLS Located at ► 500 NORTH GREEN BAY ROAD, LAKE FOREST, IL Telephone no. ► (847) 234-6525 ZIP+4 ► 60045-2146			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
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 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 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 2013.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

Form 990-PF (2013)

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

► ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(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
JAMES MILLS	TRUSTEE			
500 NORTH GREEN BAY ROAD				
LAKE FOREST, IL 60045	1.00	0.	0.	0.
CHARLES MILLS	TRUSTEE			
700 S. RIDGE ROAD				
LAKE FOREST, IL 60045	1.00	0.	0.	0.

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

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

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

0

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
	0.
Total. Add lines 1 through 3	

Form 990-PF (2013)

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	4,116,239.
b	Average of monthly cash balances	1b	462,438.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,578,677.
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	4,578,677.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,680.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,509,997.
6	Minimum investment return. Enter 5% of line 5	6	225,500.

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	225,500.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,057.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,057.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	211,443.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	211,443.
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	211,443.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,754,710.
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	1,754,710.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,754,710.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				211,443.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,411,324.			
b From 2009	1,661,902.			
c From 2010	1,334,443.			
d From 2011	1,415,463.			
e From 2012	974,948.			
f Total of lines 3a through e	6,798,080.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,754,710.			
a Applied to 2012, 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 2013 distributable amount				211,443.
e Remaining amount distributed out of corpus	1,543,267.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,341,347.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,411,324.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,930,023.			
10 Analysis of line 9:				
a Excess from 2009	1,661,902.			
b Excess from 2010	1,334,443.			
c Excess from 2011	1,415,463.			
d Excess from 2012	974,948.			
e Excess from 2013	1,543,267.			

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

	4942(i)(3) or		4942(i)(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:

(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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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).)

SEE STATEMENT 5

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN DIABETES ASSOCIATION 1701 N BEAUREGARD ST ALEXANDRIA, VA 22311	NONE	PUBLIC CHARITY	GENERAL FUNDING	20,000.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,005.
AMERICAN INDIA FOUNDATION 216 E. 45TH STREET, 7TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
AMERICAN RED CROSS OF GREATER CHICAGO 2200 W. HARRISON RD CHICAGO, IL 60612	NONE	PUBLIC CHARITY	GENERAL FUNDING	20,000.
ANGICAN MIDDLE SCHOOL 116 MONTECITO AVENUE OAKLAND, CA 94610	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	1,000.
Total	SEE CONTINUATION SHEET(S)			1,754,695.
b Approved for future payment				
NONE				
Total				0.

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


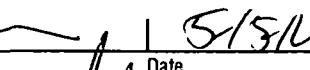
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				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 5/15/14		Title OFFICER	
Paid Preparer Use Only	Print/Type preparer's name RICHARD A. REISIN		Preparer's signature 		Check <input type="checkbox"/> if self-employed	
	Firm's name ▶ OSTROW REISIN BERR & ABRAMS, LTD.		Date 5/11/14		PTIN P00079655	
	Firm's address ▶ 455 N. CITYFRONT PLAZA DRIVE, SUITE 15 CHICAGO, IL 60611-5313				Firm's EIN ▶ 36-2938874	
					Phone no. 312-670-7444	

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

MILLS FAMILY FOUNDATION

Employer identification number

20-3972275

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

MILLS FAMILY FOUNDATION**20-3972275****Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES MILLS 700 SOUTH RIDGE ROAD LAKE FOREST, IL 60045	\$ 250,908.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	JAMES MILLS 500 NORTH GREEN BAY ROAD LAKE FOREST, IL 60045	\$ 2,647,775.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

MILLS FAMILY FOUNDATION**20-3972275****Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>2,800 SHS EXXON MOBIL</u> _____ _____ _____	\$ <u>250,908.</u>	<u>01/18/13</u>
<u>2</u>	<u>10,000 SHS AMEX; 5,000 SHS DIRECTV;</u> <u>\$1,125,000 VARIOUS BONDS</u> _____ _____	\$ <u>2,647,775.</u>	<u>08/22/13</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

MILLS FAMILY FOUNDATION**20-3972275****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
B'NAI JEHOASHUA BETH ELOHIM 1201 LAKE COOK ROAD DEERFIELD, IL 60015	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	5,000.
BATTERED & ABUSED WOMEN & CHILDREN FOUNDATION 2424 WASHINGTON ST, SUITE 123 WAUKEGAN, IL 60085	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
BEYOND OCD 2300 LINCOLN PARK WEST CHICAGO, IL 60614	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
BIG BROTHERS BIG SISTERS 560 W LAKE ST #5 CHICAGO, IL 60661	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
BOYS & GIRLS CLUBS OF CHICAGO 550 W. VAN BUREN STREET, SUITE 350 CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL FUNDING	15,000.
BOYS AND GIRLS CLUB OF LAKE COUNTY 1801 N SHERIDAN ROAD, SUITE 202 NORTH CHICAGO, IL 60064	NONE	PUBLIC CHARITY	GENERAL FUNDING	100,000.
CENTER FOR GIFTED PO BOX 364 WILMETTE, IL 60091	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,980.
CENTRAL AVE SYNAGOGUE 874 CENTRAL AVE HIGHLAND PARK, IL 60035	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	11,500.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE	PUBLIC CHARITY	GENERAL FUNDING	16,000.
COLLEGE BOUND 2033 N. MILWAUKEE AVENUE, SUITE 246 RIVERWOODS, IL 60015	NONE	PUBLIC CHARITY	GENERAL FUNDING	6,000.
Total from continuation sheets				1,711,690.

Part XV . Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COMMUNITY SCHOOL PO BX 2118 SUN VALLEY, ID 83353	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	10,000.
CORNELL UNIVERSITY PO BOX 223623 PITTSBURGH, PA 15251	NONE	PUBLIC UNIVERSITY	GENERAL FUNDING	250,000.
CRISTO REY ST MARTIN 501 S MARTIN WAUKEGAN, IL 60085	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	2,500.
DEERFIELD ACADEMY PO BOX 306 DEERFIELD, MA 1342	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	100,000.
FOREST PARK PROJECT PO BOX 868 LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
FRIENDS OF ETHIOPIAN JEWS PO BOX 960059 BOSTON, MA 2196	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
GLENKIRK FOUNDATION 3504 COMMERCIAL AVENUE NORTHBROOK, IL 60062	NONE	PUBLIC CHARITY	GENERAL FUNDING	65,000.
GORTON COMMUNITY CENTER 400 EAST ILLINOIS ROAD LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	3,000.
HIGHLAND PARK HOSPITAL 777 PARK AVE W HIGHLAND PARK, IL 60035	NONE	PUBLIC HOSPITAL	GENERAL FUNDING	10,000.
ILLINOIS BONE & JOINT 2401 RAVINE WAY GLENVIEW, IL 60025	NONE	PUBLIC HOSPITAL	GENERAL FUNDING	5,000.
Total from continuation sheets				

Part XV. Supplementary Information**3. Grants and Contributions Paid During the Year (Continuation)**

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
INFANT WELFARE 3600 W FULLERTON CHICAGO, IL 60647	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
JEWISH UNITED FUND 30 S. WELLS STREET CHICAGO, IL 60606	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	100,000.
KESHET 617 LANDWEHR NORTHBROOK, IL 60062	NONE	PUBLIC CHARITY	GENERAL FUNDING	10,000.
LAKE FOREST ACADEMY 1500 WEST KENNEDY ROAD LAKE FOREST, IL 60045	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	215,000.
LAKE FOREST COUNTRY DAY SCHOOL 145 S. GREEN BAY ROAD LAKE FOREST, IL 60045	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	25,200.
LAKE FOREST LAKE BLUFF HISTORICAL SOCIETY 361 E WESTMINSTER LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
LAKE FOREST OPEN LANDS ASSOCIATION 272 E. DEERPATH, SUITE 318 LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	2,000.
LANDMARK FOUNDATON 626 NORTH MICHIGAN AVE CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
LET'S GET READY 50 BROADWAY, SUITE 806 NEW YORK, NY 10004	NONE	PUBLIC CHARITY	GENERAL FUNDING	15,000.
LYRIC OPERA 20 N. WACKER DRIVE CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL FUNDING	50,000.
Total from continuation sheets				

Part XV. Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MARCH OF DIMES 111 W. JACKSON BLVD, SUITE 2200 CHICAGO, IL 60604	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
MERCY HOME FOR BOYS AND GIRLS 1140 W. JACKSON BLVD CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL FUNDING	2,500.
MISERICORDIA 6300 N. RIDGE CHICAGO, IL 60660	NONE	PUBLIC CHARITY	GENERAL FUNDING	305,000.
MULTIPLE MYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE, 5TH FLOOR NORWALK, CT 06851	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
NORTH SHORE SENIOR CENTER 161 NORTHFIELD ROAD NORTHFIELD, IL 60093	NONE	PUBLIC CHARITY	GENERAL FUNDING	2,000.
NORTH SHORE UNIVERSITY HEALTHCARE SYSTEM 1033 UNIVERSITY PLACE EVANSTON, IL 60201	NONE	PUBLIC HOSPITAL	GENERAL FUNDING	49,950.
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN COURT GENEVA, IL 60134	NONE	PUBLIC CHARITY	GENERAL FUNDING	1,000.
NORTHWESTERN LAKE FOREST HOSPITAL 660 N. WESTMORELAND ROAD LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	25,000.
NORTHWESTERN MEMORIAL 251 E HURON CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
READING POWER 1885 MILLBURNE ROAD LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
Total from continuation sheets				

MILLS FAMILY FOUNDATION

20-3972275

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
SGA YOUTH AND FAMILY SERVICES 11 EAST ADAMS CHICAGO, IL 60603	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
ST MARYS PARISH 175 E ILLINOIS LAKE FOREST, IL 60045	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	7,500.
ST PATRICKS CHURCH 991 S WAUKEGAN LAKE FOREST, IL 60045	NONE	RELIGIOUS ORGANIZATION	GENERAL FUNDING	2,500.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PL MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	GENERAL FUNDING	2,000.
STEPS FOR DOUG FOUNDATION 33 LITTLE MARYATT CARY, IL 60013	NONE	PUBLIC CHARITY	GENERAL FUNDING	500.
THERE WITH CARE 2825 WILDERNESS PLACE BOULDER, CO 80301	NONE	PUBLIC CHARITY	GENERAL FUNDING	5,000.
UIC DENTAL SCHOOL 801 S PAULINA ST CHICAGO, IL 60612	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	25,000.
UNITED WAY OF LAKE COUNTY 330 SOUTH GREENLEAF STREET GURNEE, IL 60031	NONE	PUBLIC CHARITY	GENERAL FUNDING	70,000.
UNIVERSITY OF ILLINOIS AT CHICAGO 601 S MORGAN ST CHICAGO, IL 60607	NONE	EDUCATION ORGANIZATION	GENERAL FUNDING	25,000.
UNIVERSITY OF ILLINOIS FOUNDATION 1305 W. GREEN STREET URBANA, IL 61801	NONE	PUBLIC CHARITY	GENERAL FUNDING	560.
Total from continuation sheets.				

20-3972275

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN	133,633.	0.	133,633.	133,633.	
TO PART I, LINE 4	133,633.	0.	133,633.	133,633.	

FORM 990-PF	OTHER EXPENSES	STATEMENT	2
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL CHARITABLE ORGANIZATION REGISTRATION	15.	0.		15.
MISCELLANEOUS	440.	0.		0.
TO FORM 990-PF, PG 1, LN 23	455.	0.		15.

FORM 990-PF	CORPORATE STOCK	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN	1,372,954.	3,824,225.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,372,954.	3,824,225.

FORM 990-PF	CORPORATE BONDS	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN	839,858.	957,719.
TOTAL TO FORM 990-PF, PART II, LINE 10C	839,858.	957,719.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 5

NAME OF MANAGER

JAMES MILLS

CHARLES MILLS

OFFICE SERVICING YOUR ACCOUNT
J.P. Morgan Securities LLC
21 S. Clark Street, Suite 3200
Chicago, IL 60603
(312) 580-4000

CLEARED THROUGH ITS
WHOLLY OWNED SUBSIDIARY
J.P. Morgan Clearing Corp.
Three Chase Mediatech Center
Brooklyn, New York 11245-0001

MILLS FAMILY FOUNDATION

5 of 18

PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
November 30 - December 31, 2013

Your Portfolio Holdings

ACCOUNT NUMBER
028-01343 V60

LAST STATEMENT
November 29, 2013

The total cost basis for each security position and the unrealized gain/loss are provided solely for your convenience and may not be used for tax purposes or otherwise relied upon. If you have questions related to tax consequences, please consult your tax advisor. Unrealized gain/loss total reflects only those positions for which a cost basis is available or has been provided to J.P. Morgan Clearing Corp. ("JPMCC"). Unless the tax basis provided relates to a position purchased on the books of JPMCC, JPMCC has not and cannot validate the basis provided. Information on this statement related to cost and gain/loss calculations does not include adjustments for wash sales that may have occurred on the last business day of this statement period. These wash sale adjustments, if any, will be reflected on your next statement.

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	QUANTITY	PRICE	MARKET VALUE	COST	UNREALIZED GAIN/LOSS
JPMORGAN DEPOSIT ACCOUNT B JPMORGAN CHASE BANK NA CURRENT YIELD 0.01% FDIC-INSURED SUBJECT TO APPLICABLE LIMITS NOT COVERED BY SIPC	CASH	54,960	1.00	54,960	54,960	
TOTAL CASH & MONEY MARKET FUNDS				\$54,960	\$54,960	\$0

EQUITIES

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
AMERICAN EXPRESS COMPANY SYMBOL: AXP	CASH	04/16/09 03/20/13	10,000 5,000 5,000	90.73	907,300 453,650 453,650	42.99 20.05 65.93	429,891 100,253 329,639	477,409 353,398 LT 124,012 ST	9,200	1.01
BOEING CO SYMBOL: BA	CASH	07/15/08 12/16/08 11/24/09	16,000 2,515 7,685 5,800	136.49	2,183,840 343,272 1,048,926 791,642	49.02 64.00 41.90 51.97	784,388 160,960 322,002 301,426	1,399,453 182,312 LT 726,924 LT 490,216 LT	46,720	2.14

RIS

J.P.Morgan

J.P.Morgan Securities

OFFICE SERVICING YOUR ACCOUNT
J.P. Morgan Securities LLC
21 S. Clark Street, Suite 3200
Chicago, IL 60603
(312) 580-4000

CLEARED THROUGH ITS
WHOLLY OWNED SUBSIDIARY
J.P. Morgan Clearing Corp.
Three Chase Metrotech Center
Brooklyn, New York 11245-0001

MILLS FAMILY FOUNDATION

6 of 18

PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
November 30 - December 31, 2013

Your Portfolio Holdings (continued)

ACCOUNT NUMBER
028-01343 V60
LAST STATEMENT
November 29, 2013

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
CALL BA 01/15/16 85 BOEING CO EXP 01/15/2016 SECURITY NUM: 8CSDKJ2	CASH	10/17/13	-160	52.68	-842,800	39.58	-633,338	-209,462 ST		
216,000										
CARDINAL HEALTH INC SYMBOL: CAH	CASH	05/24/11	10,000	66.81	668,100	44.72	447,200	220,900 LT	12,100	1.81
GENERAL ELECTRIC CO SYMBOL: GE	CASH	12/20/11	17,500	28.03	490,525	17.32	303,105	187,420 LT	15,400	3.14
CALL GE 01/17/15 25 GENERAL ELECTRIC CO EXP 01/17/2015 SECURITY NUM: 8BWKLB8	CASH	04/09/13	-175	3.80	-66,500	1.49	-26,148	-40,352 ST		
NEWELL RUBBERMAID INC SYMBOL: NWL	CASH	10/17/08	22,760	32.41	737,652	14.56	331,453	406,199 LT	13,656	1.85
SPDR S&P 500 ETF TRUST SYMBOL: SPY	CASH	07/26/11	2,750	184.69	507,898	133.33	368,658	141,241 LT	9,215	1.81
CALL SPY 12/19/15 155 STANDARD & POORS DEPOSITORY EXP 12/19/2015 SECURITY NUM: 8BRTGB1	CASH	10/10/13	-27	34.70	-93,690	22.78	-61,512	-32,178 ST		
Total Equities & Options					\$4,492,325		\$1,941,697	\$2,550,630	\$106,291	
TOTAL EQUITIES					\$4,492,325		\$1,941,697	\$2,550,630	\$106,291	

Sold 12/27/13
CAH (68,100) CAH (447,200)
1,497,497
(121,543)
1,372,954

R-1

OFFICE SERVICING YOUR ACCOUNT
J.P. Morgan Securities LLC
21 S. Clark Street, Suite 3200
Chicago, IL 60603
(312) 580-4000

CLEARED THROUGH ITS
WHOLLY OWNED SUBSIDIARY
J.P. Morgan Clearing Corp.
Three Chase Metrotech Center
Brooklyn, New York 11245-0001

MILLS FAMILY FOUNDATION

7 of 18

PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
November 30 - December 31, 2013

Your Portfolio Holdings (continued)

ACCOUNT NUMBER
028-01343 V60
LAST STATEMENT
November 29, 2013

FIXED INCOME

Corporate Bonds

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)	ACCRUED INTEREST
HCA INC DATED DATE 02/08/08 BOOK ENTRY ONLY DUE 02/15/2016 6.500% FA 15 CUSIP: 404119AR0 RATING: MOODY B3 S&P B-	CASH	01/07/10 09/24/10	325,000 235,000 90,000	109.38	355,469 257,031 98,438	98.92 98.55 99.90	321,495 231,582 89,913	33,974 25,449 LT 8,524 LT	21,125	5.94	7,981
HEALTH MGMT ASSOC INC SR NT DATED DATE 04/21/06 BOOK ENTRY ONLY DUE 04/15/2016 6.125% A0 15 CUSIP: 421933AH5 RATING: MOODY N/A S&P BB-	CASH	04/08/10	100,000	110.75	110,750	99.04	99,042	11,708 LT	6,125	5.53	1,293
DEAN FOODS CO NEW SR NT DATED DATE 05/17/06 BOOK ENTRY ONLY DUE 06/01/2016 7.000% JD 01 CUSIP: 242370AA2 RATING: MOODY B2 S&P B	CASH	03/02/11	150,000	110.50	165,750	97.90	146,856	18,894 LT	10,500	6.33	875
USG CORP SR NT DATED DATE 09/27/07 BOOK ENTRY ONLY DUE 01/15/2018 9.750% JJ 15 CUSIP: 903293AS7 RATING: MOODY CAA2 S&P CCC+	CASH	11/05/10	100,000	118.25	118,250	99.86	99,862	18,388 LT	9,750	8.25	4,496

J.P.Morgan

J.P.Morgan Securities

OFFICE SERVICING YOUR ACCOUNT
J.P. Morgan Securities LLC
21 S. Clark Street, Suite 3200
Chicago, IL 60603
(312) 580-4000

CLEARED THROUGH ITS
WHOLLY OWNED SUBSIDIARY
J.P. Morgan Clearing Corp
Three Chase Metrotech Center
Brooklyn, New York 11245-0001

MILLS FAMILY FOUNDATION

8 of 16

PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
November 30 - December 31, 2013

Your Portfolio Holdings (continued)

ACCOUNT NUMBER
028-01343 V60
LAST STATEMENT
November 29, 2013

Corporate Bonds (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)	ACCRUED INTEREST
NOKIA CORP	CASH		200,000	103.75	207,500	87.59	175,186	32,314	10,750	5.18	1,374
SR NTS		08/28/12	100,000		103,750	88.58	88,575	15,175 LT			
DATED DATE 05/07/09		11/01/12	100,000		103,750	86.61	86,612	17,139 LT			
BOOK ENTRY ONLY											
DUE 05/15/2019 5.375% MN 15											
CUSIP: 654902AB1											
RATING: MOODY B1 S&P B+											
Total Corporate Bonds			875,000		\$957,719		\$842,441	\$115,278	\$58,250		\$16,019
TOTAL FIXED INCOME			875,000		\$957,719		\$842,441	\$115,278	\$58,250		\$16,019

(2,583)

839,858

YOUR PORTFOLIO HOLDINGS ACCRUED INTEREST	\$16,019
YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME	\$164,541
YOUR PRICED PORTFOLIO HOLDINGS	\$5,505,004

CASH (668,100)

CASH (54,960)

4,781,944

R-X