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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
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. By law, the IRS cannot redact the information on the form.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
CY MILLER FOUNDATION
co CASTLE BANK TRUST DEPT

A Employer identification number
36-3818158

Number and street (or P O box number if mail is not delivered to street address)
121 W LINCOLN HWY

Room/suite

B Telephone number (see instructions)
(815) 754-8018

City or town, state or province, country, and ZIP or foreign postal code
DEKALB, IL 60115

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 476,869

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

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

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

	Line	Description	(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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	14,707	14,707	14,707	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	525			
	b	Gross sales price for all assets on line 6a 135,454				
	7	Capital gain net income (from Part IV, line 2) . . .		525		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	15,232	15,232	14,707	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	1,800	1,800		1,800
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	1,000	1,000		
	c	Other professional fees (attach schedule)	5,861	5,861		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	125	125		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	60	60		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,846	8,846		1,800
	25	Contributions, gifts, grants paid	24,500			24,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	33,346	8,846		26,300
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-18,114			
	b	**Net investment income** (if negative, enter -0-)		6,386		
	c	**Adjusted net income** (if negative, enter -0-) . . .			14,707	

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	2,602	36,353	36,353
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach 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)	24,850	24,850	25,586
b	Investments—corporate stock (attach schedule)	240,149	181,484	235,767
c	Investments—corporate bonds (attach schedule)	25,461	25,461	28,328
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	148,807	155,607	150,835
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	441,869	423,755	476,869
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	441,869	423,755	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	441,869	423,755	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	441,869	423,755	

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	441,869
2	Enter amount from Part I, line 27a	2	-18,114
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	423,755
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	423,755

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			

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	525
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	-108

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))
2012	25,667	453,944	0 05654
2011	23,722	462,334	0 05131
2010	24,000	453,054	0 05297
2009	20,750	425,159	0 04881
2008	26,883	471,311	0 05704

2	**Total** of line 1, column (d).	2	0 26667
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 05333
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	460,382
5	Multiply line 4 by line 3.	5	24,554
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	64
7	Add lines 5 and 6.	7	24,618
8	Enter qualifying distributions from Part XII, line 4.	8	26,300

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	64
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	64
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	64
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	64
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** ▶ **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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		No
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) ▶ ________			
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 2013 or the taxable year beginning in 2013 (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ▶CASTLE BANK TRUST DEPARTMENT Telephone no ▶(815) 754-8040

Located at ▶121 W LINCOLN HWY DEKALB IL ZIP+4 ▶60115

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
16	At any time during calendar year 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?	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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ 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		No
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? ☐ Yes ☑ 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.)*	3b		No
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 2013?	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))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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
BRIAN ROSENOW 1325 SYCAMORE RD DEKALB, IL 60115	Director 0 00	600		
KEITH FOSTER 2040 ABERDEEN CT DEKALB, IL 60115	DIRECTOR 0 00	600		
VINCENT A BOONE 128 N THIRD DEKALB, IL 60115	DIRECTOR 0 00	600		
CASTLE BANK 121 W LINCOLN HWY DEKALB, IL 60115	Trustee 1 00	0		

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

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

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

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 . . . . ▶		

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 GRANTS TO TEN RECOGNIZED CHARITABLE ORGANIZATIONS (SEE STATEMENT 10) LOCATED IN THE DEKALB-SYCAMORE, IL AREA BASED UPON A WRITTEN APPLICATION DETAILING NEED AND PROPOSED USE OF THE GRANT	24,500
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 . . . . ▶	

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	458,117
b	Average of monthly cash balances	1b	9,276
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	467,393
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	
3	Subtract line 2 from line 1d	3	467,393
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,011
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	460,382
6	**Minimum investment return.** Enter 5% of line 5	6	23,019

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	23,019
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 64		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	64
3	Distributable amount before adjustments Subtract line 2c from line 1	3	22,955
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	22,955
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	22,955

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	26,300
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	26,300
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	64
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,236

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				22,955
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 3,551				
b From 2009.				
c From 2010. 1,604				
d From 2011. 818				
e From 2012. 3,236				
f **Total** of lines 3a through e.	9,209			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 26,300				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				22,955
e Remaining amount distributed out of corpus	3,345			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,554			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	3,551			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	9,003			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 1,604				
c Excess from 2011. . . . 818				
d Excess from 2012. . . . 3,236				
e Excess from 2013. . . . 3,345				

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 2013, 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)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

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

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

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

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

MARK LEACH
121 W LINCOLN HWY
DEKALB, IL 60115
(815) 754-8018

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

COMPLETION OF APPLICATION PROVIDED BY THE FOUNDATION

c Any submission deadlines

DECMBER 15 OF EACH YEAR

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

501 c (3) ORGANIZATION LOCATED IN DEKALB OR SYCAMORE, IL

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*				
See Additional Data Table				
Total . . . . ▶ **3a**				24,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	14,707	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	525	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				15,232	

13 Total. Add line 12, columns (b), (d), and (e). 13 15,232

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-05-14	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
VINCENT A BOONE				P00698063
Firm's name ▶ Boone and Johnson CPAs			Firm's EIN ▶	
Firm's address ▶ 128 N Third Street Dekalb, IL 60115			Phone no (815)756-2737	

Form 990PF Part XV Line 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*				
TAILS HUMANE SOCIETY 2550 BARBER GREENE RD DEKALB,IL 60115	NONE	N/A	GENERAL	4,000
BEN GORDON CENTER FOUNDATION 12 HEALTH SERVICES DR DEKALB,IL 60115	NONE	N/A	GENERAL	3,000
KISHWAUKEE FAMILY YMCA 2500 BETHANY RD DEKALB,IL 60115	NONE	N/A	GENERAL	5,000
CHILDREN'S LEARNING CENTER 909 S 4TH ST DEKALB,IL 60115	NONE	N/A	GENERAL	1,500
THE GROWING PLACE 909 S 4TH ST DEKALB,IL 60115	NONE	N/A	GENERAL	3,500
FAMILY SERVICE AGENCY 14 HEALTH SERVICE DRIVE DEKALB,IL 60115	NONE	N/A	GENERAL	1,000
NEIGHBORS HOUSE 403 N 5TH DEKALB,IL 60115	NONE	N/A	GENERAL	2,500
BOY SCOUTS OF AMERICA SCOUT RANCH RR1 ROCHELLE,IL 61068	NONE	N/A	GENERAL	2,000
ELLWOOD HOUSE ASSOCIATION 509 N FIRST ST DEKALB,IL 60115	NONE	N/A	GENERAL	1,000
THE ART ATTACK 213 W ELM ST SYCAMORE,IL 60178	NONE	N/A	GENERAL	1,000
Total . . . . ▶ **3a**				24,500

TY 2013 Accounting Fees Schedule

Name: CY MILLER FOUNDATION
co CASTLE BANK TRUST DEPT

EIN: 36-3818158

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOONE & JOHNSON	1,000	1,000	0	0

TY 2013 Investments Corporate Bonds Schedule

Name: CY MILLER FOUNDATION
co CASTLE BANK TRUST DEPT

EIN: 36-3818158

Software ID: 13000170

Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERITECH	25,461	28,328

TY 2013 Investments Corporate Stock Schedule

Name: CY MILLER FOUNDATION
co CASTLE BANK TRUST DEPT
EIN: 36-3818158
Software ID: 13000170
Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CISCO	1,685	1,750
GE	889	1,766
MEDTRONIC	2,310	3,343
MICROSOFT	1,458	2,170
PROCTOR & GAMBLE	2,148	3,256
BB&T	1,370	1,791
CHEVRON	2,515	3,997
COMCAST	757	2,650
LEGG MASON		
SOUTHERN COMPANY	1,392	1,686
AFLAC	1,488	2,138
AIR PRODUCTS	1,653	2,459
ALLEGHENY TECH	1,773	1,390
BLACKROCK	848	1,582
EXXON MOBIL	2,944	4,554
FLOWSERVE CORP	987	2,128
IBM	1,544	2,251
JACOBS ENGINEERING	1,608	2,520
JP MORGAN CHASE	1,772	2,632
METLIFE	1,331	1,995
MOHAWK	706	1,787
NOVARTIS	2,528	3,939
PEPSICO	3,019	3,815
PHILLIP MORRIS	1,073	2,004
SCHLUMBERGER	1,928	2,703
TEXAS INSTRUMENTS	1,236	2,020
3M CO	2,223	3,784
PRUDENTIAL GLBL REAL ESTATE	11,125	12,594
THORNBURG INTL VALUE FND	11,245	12,801
CITI GROUP NEW	1,021	1,876

Name of Stock	End of Year Book Value	End of Year Fair Market Value
E M C CORP MASS COM	2,164	2,440
TRIBUTARY SMALL CO FND	15,093	18,914
TRIBUTARY GROWTH	15,798	19,864
INTEL	1,679	1,999
KOHLS CORP	1,617	1,703
LEAR CORP	1,499	2,510
NIKE INC CL B	1,612	2,988
TRAVELERS COS	1,012	1,630
US BANCORP	1,130	2,141
AON PLC	1,129	1,929
APPLE INC	4,402	4,488
DENTSPLY INTL	2,709	3,345
GENERAL MILLS	1,854	2,396
McKESSON		
OMNICON GROUP	2,008	3,049
ORACLE CORP	2,111	2,984
TOWERS WATSON	1,133	2,552
VARIAN MED SYS	2,423	3,108
ENSCO PLC	2,018	2,344
INVESCO DEVELOPING MKTS	12,580	15,697
AVNET INC	1,349	2,161
CRAREFUSION CORP	1,920	1,911
DIRECTV COM	2,190	2,486
INTERCONTINENTALEXCHANGE GROUP	1,000	1,799
M&T BK CORP	1,571	1,630
TORTOISE MLP & PIPLINE	5,064	5,294
MARLEL CORP	2,132	2,321
QUALCOMM INC COM	1,802	2,599
T ROWE PRICE BLUE CHIP	7,915	9,215
T ROWE PRICE MID CAP VALUE FND	11,994	12,523

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED TECHNOLIGIES	2,162	2,504
XCEL ENERGY	1,838	1,862

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TY 2013 Investments Government Obligations Schedule

Name:	CY MILLER FOUNDATION
	co CASTLE BANK TRUST DEPT
EIN:	36-3818158
Software ID:	13000170
Software Version:	2013v3.1
US Government Securities - End of Year Book Value:	24,850
US Government Securities - End of Year Fair Market Value:	25,586
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2013 Investments - Other Schedule

Name: CY MILLER FOUNDATION
co CASTLE BANK TRUST DEPT

EIN: 36-3818158

Software ID: 13000170

Software Version: 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLDMAN SACHS HIGH YIELD FD CL A	AT COST	20,505	17,980
ISHARES IBOXX INV GRADE	AT COST	26,872	27,063
VANGUARD BOND MKT EFT	AT COST	48,631	46,829
TEMPLETON GLOBAL BOND	AT COST	14,522	14,293
PALMER SQUARE SSI	AT COST	20,166	20,017
ISHARES AGENCY BOND ETF	AT COST	24,911	24,653

TY 2013 Other Expenses Schedule

Name: CY MILLER FOUNDATION
co CASTLE BANK TRUST DEPT

EIN: 36-3818158

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL MEETING EXP	60	60		

TY 2013 Other Professional Fees Schedule

Name: CY MILLER FOUNDATION
co CASTLE BANK TRUST DEPT

EIN: 36-3818158

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CASTLE BANK TRUST FEES	5,932	5,932	0	0
LESS ADJ TO DETAIL	71	-71	0	0

TY 2013 Taxes Schedule

Name: CY MILLER FOUNDATION
co CASTLE BANK TRUST DEPT

EIN: 36-3818158

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2012 990 PF TAX	125	125		

TAX PREPARER: 89
TRUST ADMINISTRATOR: ARB
INVESTMENT OFFICER: MAR

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
73.0000 VANGUARD WORLD FDS VANGUARD FINLS ETF - 92204A405 - MINOR = 541								
SOLD		01/29/2013	2643.42					
ACQ	41.0000	09/25/2008	1484.66	1651.24	-166 58	LT	Y	F
	32.0000	10/07/2008	1158.76	1048 52	110.24	LT	Y	F
30.0000 HEINZ (HJ) CO COM - 423074103 - MINOR = 459								
SOLD		02/15/2013	2170.15					
ACQ	30.0000	05/19/2010	2170.15	1399 73	770 42	LT	Y	F
20.0000 HEINZ (HJ) CO COM - 423074103 - MINOR = 459								
SOLD		02/22/2013	1445.78					
ACQ	20.0000	05/19/2010	1445.78	933 16	512.62	LT	Y	F
24 0000 POTASH CORP - 73755L107 - MINOR - 402								
SOLD		02/22/2013	935.02					
ACQ	24.0000	02/24/2012	935.02	1119 60	-184.58	ST		C
4.0000 BLACKROCK INC COM - 09247X101 - MINOR = 469								
SOLD		03/18/2013	1018.42					
ACQ	4 0000	10/08/2010	1018 42	691 80	326 62	LT	Y	F
157.0000 WELLS FARGO & COMPANY (NEW) COM - 949746101 - MINOR = 469								
SOLD		03/26/2013	5815.24					
ACQ	157.0000	08/02/2006	5815.24	5668.19	147.05	LT	Y	F
28.0000 MICROSOFT CORP - 594918104 - MINOR = 487								
SOLD		04/10/2013	845.59					
ACQ	28.0000	08/11/2009	845.59	649.60	195.99	LT	Y	F
132.0000 AES CORP - 00130H105 - MINOR = 493								
SOLD		05/31/2013	1629.34					
ACQ	73.0000	03/18/2011	901.07	908 11	-7 04	LT		F
	59 0000	05/13/2011	728.27	742 92	-14 65	LT		F
2.0000 BLACKROCK INC COM - 09247X101 - MINOR = 469								
SOLD		05/31/2013	568.17					
ACQ	2.0000	10/08/2010	568.17	345 90	222 27	LT	Y	F
18.0000 COMCAST CORP CL A - 20030N101 - MINOR = 435								
SOLD		06/03/2013	724.53					
ACQ	14.0000	07/28/2009	563.52	207 90	355 62	LT	Y	F
	4 0000	08/11/2009	161.01	59 39	101 62	LT	Y	F
9.0000 MOHAWK INDS INC COM - 608190104 - MINOR = 441								
SOLD		06/03/2013	974.54					
ACQ	9.0000	05/19/2010	974.54	529 83	444.71	LT	Y	F
10000.0000 FIRST RELIANCE BK SC CTF DEP 3.25% DTD 06/09/2009 DUE 06/10/2013 - 33615RFC7 - MINOR = 235								
SOLD		06/10/2013	10000.00					
ACQ	10000.0000	06/03/2009	10000.00	10000.00	0.00	LT	Y	F
5 0000 AFLAC INC COM - 001055102 - MINOR - 472								
SOLD		06/14/2013	288.30					
ACQ	5 0000	05/19/2010	288.30	220 30	68.00	LT	Y	F
30.9210 INVESCO DEVELOPING MARKETS FUND CLASS A #1576 - 00141T577 - MINOR = 572								
SOLD		06/14/2013	1004.93					
ACQ	30.9210	02/09/2007	1004 93	848 78	156 15	LT	Y	F
15.0000 CITIGROUP INC COM NEW - 172967424 - MINOR = 471								
SOLD		06/14/2013	741.28					
ACQ	15.0000	07/01/2011	741.28	644 25	97.03	LT		F
3.0000 FLOWSERVE CORP COM - 34354P105 - MINOR = 417								
SOLD		06/14/2013	497.33					
ACQ	3.0000	11/26/2010	497.33	320 99	176.34	LT	Y	F
3 0000 INTERCONTINENTALEXCHANGE INC COM - 45865V100 - MINOR = 471								
SOLD		06/14/2013	520 91					
ACQ	3.0000	05/11/2012	520.91	374 82	146 09	LT		F
5.0000 LEAR CORP COM NEW - 521865204 - MINOR = 433								
SOLD		06/14/2013	301.94					
ACQ	5.0000	04/18/2011	301.94	228 55	73 39	LT		F
10.0000 MEDTRONIC INC - 585055106 - MINOR = 479								
SOLD		06/14/2013	530.59					
ACQ	10.0000	05/10/2006	530.59	483 10	47 49	LT	Y	F
5.0000 TRAVELERS COS INC COM - 89417E109 - MINOR = 472								
SOLD		06/14/2013	411.54					
ACQ	5.0000	09/28/2011	411.54	245 85	165 69	LT		F
11.0000 FLOWSERVE CORP COM - 34354P105 - MINOR = 417								
SOLD		07/09/2013	611.15					
ACQ	11.0000	11/26/2010	611.15	392.31	218.84	LT	Y	F
57.0000 GENERAL ELEC CO COM - 369604103 - MINOR = 416								
SOLD		07/09/2013	1342.90					
ACQ	57.0000	11/25/2002	1342.90	1513 60	-170 70	LT	Y	F
9.0000 JACOBS ENGR GROUP INC COM - 469814107 - MINOR = 413								
SOLD		07/09/2013	500 78					
ACQ	9.0000	05/19/2010	500.78	384.21	116.57	LT	Y	F
5 0000 NOVARTIS AG SPONSORED ADR - 66987V109 - MINOR = 482								
SOLD		07/09/2013	356.04					
ACQ	5.0000	05/19/2010	356.04	230.55	125 49	LT	Y	F
6.0000 TOWERS WATSON & CO CL A - 891894107 - MINOR = 424								
SOLD		07/09/2013	500.33					
ACQ	6.0000	06/22/2012	500.33	356.13	144.20	LT		F
2246 9870 PIMCO COMMODITY REAL RETURN STRATEGY FUND CLASS A #4049 - 722005584 - MINOR = 574								
SOLD		08/05/2013	12448.31					
ACQ	375.3730	07/13/2007	2079.57	5371 59	-3292 02	LT	Y	F
	160.9040	08/11/2009	891.41	1210 00	-318.59	LT	Y	F
	1298.7010	02/04/2010	7194.80	10000 00	-2805 20	LT	Y	F
	412.0090	12/07/2010	2282.53	3646 28	-1363 75	LT	Y	F

TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 89
TRUST ADMINISTRATOR: ARB
INVESTMENT OFFICER: MAR

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
659.0290 TRIBUTARY GROWTH OPPORTUNITIES FUND IN - 320269772 - MINOR = 570								
SOLD		08/06/2013	12304.07					
ACQ	312.2900	04/18/2011	5830.45	4678.10	1152.35	LT	Y	F
	346.7390	02/27/2012	6473.62	5308.57	1165.05	LT		F
129.9560 TRIBUTARY SMALL COMPANIES FUND INSTITU - 320269764 - MINOR = 496								
SOLD		08/13/2013	2821.34					
ACQ	129.9560	05/13/2011	2821.34	2526.34	295.00	LT	Y	F
27.0000 GENERAL ELEC CO COM - 369604103 - MINOR = 416								
SOLD		08/15/2013	647.46					
ACQ	21.0000	11/25/2002	503.58	557.64	-54.06	LT	Y	F
	4.0000	12/04/2003	95.92	117.40	-21.48	LT	Y	F
	2.0000	08/11/2009	47.96	28.24	19.72	LT	Y	F
10.0000 TEXAS INSTRS INC - 882508104 - MINOR = 490								
SOLD		08/15/2013	386.39					
ACQ	10.0000	05/19/2010	386.39	246.50	139.89	LT	Y	F
1687.3700 GOLDMAN SACHS HIGH YIELD FUND CLASS A #808 - 38141W653 - MINOR - 592								
SOLD		08/19/2013	12132.19					
ACQ	1687.3700	01/08/2007	12132.19	13701.45	-1569.26	LT	Y	F
38.0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209 - MINOR = 482								
SOLD		08/29/2013	1460.33					
ACQ	30.0000	09/29/2011	1152.89	1106.70	46.19	LT		F
	8.0000	06/27/2012	307.44	314.88	-7.44	LT		F
5.0000 AFLAC INC COM - 001055102 - MINOR = 472								
SOLD		09/26/2013	310.54					
ACQ	5.0000	05/19/2010	310.54	220.30	90.24	LT	Y	F
15.0000 INVESCO DEVELOPING MARKETS FUND CLASS A #1576 - 00141T577 - MINOR = 572								
SOLD		09/26/2013	503.25					
ACQ	15.0000	02/09/2007	503.25	411.75	91.50	LT	Y	F
5.0000 EMC CORP-MASS COM - 268648102 - MINOR = 485								
SOLD		09/26/2013	131.20					
ACQ	5.0000	08/23/2011	131.20	102.80	28.40	LT		F
5.0000 LEAR CORP COM NEW - 521865204 - MINOR = 433								
SOLD		09/26/2013	361.46					
ACQ	5.0000	04/18/2011	361.46	228.55	132.91	LT		F
5.0000 MCKESSON HBOC INC COM - 58155Q103 - MINOR = 478								
SOLD		09/26/2013	640.73					
ACQ	5.0000	06/06/2012	640.73	441.65	199.08	LT		F
5.0000 OMNICOM GROUP INC - 681919106 - MINOR = 431								
SOLD		09/26/2013	321.09					
ACQ	5.0000	03/23/2012	321.09	249.10	71.99	LT		F
15.0000 THORNBURG INTERNATIONAL VALUE FD - 885215657 - MINOR = 572								
SOLD		09/26/2013	455.70					
ACQ	15.0000	10/14/2010	455.70	410.25	45.45	LT	Y	F
24.0000 BB & T CORP - 054937107 - MINOR = 469								
SOLD		10/04/2013	802.62					
ACQ	21.0000	07/28/2009	702.29	457.28	245.01	LT	Y	F
	3.0000	08/11/2009	100.33	75.08	25.25	LT	Y	F
10.0000 J P MORGAN CHASE & CO - 46625H100 - MINOR = 471								
SOLD		10/04/2013	522.69					
ACQ	10.0000	05/19/2010	522.69	393.90	128.79	LT	Y	F
6.0000 TOWERS WATSON & CO CL A - 891894107 - MINOR = 424								
SOLD		10/04/2013	686.15					
ACQ	6.0000	06/22/2012	686.15	356.13	330.02	LT		F
3.0000 MCKESSON HBOC INC COM - 58155Q103 - MINOR = 478								
SOLD		10/16/2013	420.92					
ACQ	3.0000	06/06/2012	420.92	264.99	155.93	LT		F
19.0000 FLOWSERVE CORP COM - 34354P105 - MINOR = 417								
SOLD		11/04/2013	1328.73					
ACQ	19.0000	11/26/2010	1328.73	677.63	651.10	LT	Y	F
27.0000 METLIFE INC COM - 59156R108 - MINOR = 472								
SOLD		11/04/2013	1280.32					
ACQ	27.0000	03/02/2011	1280.32	1177.61	102.71	LT		F
7.0000 AON PLC SHS CL A - G0408V102 - MINOR = 473								
SOLD		11/04/2013	551.52					
ACQ	7.0000	06/26/2012	551.52	319.19	232.33	LT		F
126.0000 LINCOLN NATIONAL CORP - 534187109 - MINOR = 472								
SOLD		12/02/2013	6535.37					
ACQ	51.0000	02/05/2008	2645.27	2670.97	-25.70	LT	Y	F
	35.0000	04/30/2008	1815.38	1886.80	-71.42	LT	Y	F
	40.0000	08/11/2009	2074.72	875.49	1199.23	LT	Y	F
23.1050 INVESCO DEVELOPING MARKETS FUND CLASS A #1576 - 00141T577 - MINOR = 572								
SOLD		12/05/2013	749.76					
ACQ	23.1050	02/09/2007	749.76	634.24	115.52	LT	Y	F
10.0000 CISCO SYS INC - 17275R102 - MINOR = 489								
SOLD		12/05/2013	208.69					
ACQ	10.0000	08/11/2009	208.69	212.21	-3.52	LT	Y	F
2.0000 CITIGROUP INC COM NEW - 172967424 - MINOR = 471								
SOLD		12/05/2013	102.16					
ACQ	2.0000	07/01/2011	102.16	85.90	16.26	LT		F
5.0000 COMCAST CORP CL A - 20030N101 - MINOR = 435								
SOLD		12/05/2013	244.39					
ACQ	5.0000	08/11/2009	244.39	74.24	170.15	LT	Y	F
5.0000 DENTSPLY INTL INC NEW COM - 249030107 - MINOR = 479								
SOLD		12/05/2013	234.39					
ACQ	5.0000	10/12/2012	234.39	187.68	46.71	LT		F

TAX PREPARER: 89
TRUST ADMINISTRATOR: ARB
INVESTMENT OFFICER: MAR

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
10.0000 EMC CORP-MASS COM - 268648102 - MINOR = 485								
SOLD		12/05/2013	238.99					
ACQ	10.0000	08/23/2011	238.99	205.59	33.40	LT		F
5.0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 464								
SOLD		12/05/2013	470.84					
ACQ	5.0000	05/19/2010	470.84	312.88	157.96	LT	Y	F
42.7720 TRIBUTARY SMALL COMPANIES FUND INSTITU - 320269764 - MINOR = 496								
SOLD		12/05/2013	1002.14					
ACQ	42.7720	05/13/2011	1002.14	831.49	170.65	LT	Y	F
60.0000 TRIBUTARY GROWTH OPPORTUNITIES FUND IN - 320269772 - MINOR = 570								
SOLD		12/05/2013	1197.00					
ACQ	60.0000	02/27/2012	1197.00	918.60	278.40	LT		F
5.0000 GENERAL ELEC CO COM - 369604103 - MINOR = 416								
SOLD		12/05/2013	132.10					
ACQ	5.0000	08/11/2009	132.10	70.59	61.51	LT	Y	F
10.0000 GENERAL MILLS INC - 370334104 - MINOR = 459								
SOLD		12/05/2013	503.19					
ACQ	10.0000	08/03/2012	503.19	386.18	117.01	LT		F
10.0000 INTEL CORPORATION - 458140100 - MINOR = 490								
SOLD		12/05/2013	241.99					
ACQ	10.0000	06/06/2011	241.99	218.10	23.89	LT		F
26.0000 ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND ETF - 464287242 - MINOR = 540								
SOLD		12/05/2013	2943.66					
ACQ	21.0000	03/27/2008	2377.57	2195.09	182.48	LT	Y	F
	5.0000	12/07/2010	566.09	542.67	23.42	LT	Y	F
5.0000 J P MORGAN CHASE & CO - 46625H100 - MINOR = 471								
SOLD		12/05/2013	279.29					
ACQ	5.0000	05/19/2010	279.29	196.95	82.34	LT	Y	F
10.0000 KOHLS CORP - 500255104 - MINOR = 438								
SOLD		12/05/2013	553.59					
ACQ	10.0000	03/01/2011	553.59	533.88	19.71	LT		F
5.0000 LEAR CORP COM NEW - 521865204 - MINOR = 433								
SOLD		12/05/2013	406.89					
ACQ	5.0000	04/18/2011	406.89	228.55	178.34	LT		F
10.0000 MEDTRONIC INC - 585055106 - MINOR = 479								
SOLD		12/05/2013	568.69					
ACQ	10.0000	05/10/2006	568.69	483.10	85.59	LT	Y	F
5.0000 MICROSOFT CORP - 594918104 - MINOR = 487								
SOLD		12/05/2013	189.14					
ACQ	5.0000	08/11/2009	189.14	116.00	73.14	LT	Y	F
5.0000 OMNICOM GROUP INC - 681919106 - MINOR = 431								
SOLD		12/05/2013	350.79					
ACQ	5.0000	03/23/2012	350.79	249.10	101.69	LT		F
10.0000 ORACLE CORPORATION COM - 68389X105 - MINOR = 487								
SOLD		12/05/2013	348.79					
ACQ	10.0000	01/13/2012	348.79	270.69	78.10	LT		F
5.0000 PEPSICO INC COM - 713448108 - MINOR = 462								
SOLD		12/05/2013	411.09					
ACQ	5.0000	05/19/2010	411.09	329.79	81.30	LT	Y	F
5.0000 PHILIP MORRIS INTL INC COM - 718172109 - MINOR - 463								
SOLD		12/05/2013	427.19					
ACQ	5.0000	07/02/2010	427.19	233.20	193.99	LT	Y	F
10.0000 T ROWE PRICE BLUE CHIP GROWTH FUND #93 - 77954Q106 - MINOR = 571								
SOLD		12/05/2013	618.90					
ACQ	10.0000	08/05/2013	618.90	557.50	61.40	ST		C
10.0000 T ROWE PRICE MID CAP VALUE FUND* - 77957Y106 - MINOR = 570								
SOLD		12/05/2013	303.30					
ACQ	10.0000	08/06/2013	303.30	287.80	15.50	ST		C
5.0000 TEXAS INSTRS INC - 882508104 - MINOR = 490								
SOLD		12/05/2013	212.99					
ACQ	5.0000	05/19/2010	212.99	123.25	89.74	LT	Y	F
49.1640 THORNBURG INTERNATIONAL VALUE FD - 885215657 - MINOR = 572								
SOLD		12/05/2013	1496.55					
ACQ	49.1640	10/14/2010	1496.55	1344.63	151.92	LT	Y	F
5.0000 U.S BANCORP COM - 902973304 - MINOR = 469								
SOLD		12/05/2013	193.04					
ACQ	5.0000	08/23/2011	193.04	106.63	86.41	LT		F
25.0000 VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF - 921937835 - MINOR = 540								
SOLD		12/05/2013	2006.96					
ACQ	25.0000	12/07/2010	2006.96	2022.93	-15.97	LT	Y	F
5.0000 AON PLC SHS CL A - G0408V102 - MINOR = 473								
SOLD		12/05/2013	406.59					
ACQ	5.0000	06/26/2012	406.59	227.99	178.60	LT		F
13.0000 MCKESSON HBOC INC COM - 58155Q103 - MINOR = 478								
SOLD		12/09/2013	2135.45					
ACQ	13.0000	06/06/2012	2135.45	1148.29	987.16	LT		F
49.0000 LEGG MASON INC COM - 524901105 - MINOR = 469								
SOLD		12/23/2013	2148.62					
ACQ	49.0000	08/27/2008	2148.62	2051.26	97.36	LT	Y	F
46.0000 VULCAN MATLS CO COM - 929160109 - MINOR = 403								
SOLD		12/23/2013	2659.66					
ACQ	20.0000	05/27/2008	1156.37	1499.20	-342.83	LT	Y	F
	10.0000	06/18/2008	578.19	664.78	-86.59	LT	Y	F
	16.0000	07/22/2008	925.10	1020.49	-95.39	LT	Y	F

FROM 01/01/2013 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 12/31/2013 MILLER, CY FOUNDATION RUN 02/06/2014
03 20.10 PM

TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 89
TRUST ADMINISTRATOR: ARB
INVESTMENT OFFICER: MAR

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
1485.6990 WELLS FARGO ADVANTAGE INTERNATIONAL EQUITY FUND CLASS A #3311 - 949915177 - MINOR = 572								
SOLD		12/26/2013	18036.39					
ACQ	1401.4830	02/09/2007	17014.01	20919.22	-3905 21	LT	Y	F
	84.2160	05/27/2008	1022.38	1205 50	-183 12	LT	Y	F
		TOTALS	135453.81	134928 68				

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0.00	0 00	-4574.75	0.00	0.00	0.00*
COVERED FROM ABOVE	-107 68	0 00	5207 56	0 00	0 00	