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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

OMB No 1545-0052

2013

Open to Public Inspection

- ▶ 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.

For calendar year 2013 or tax year beginning**, and ending**

Name of foundation J J MILLER FOUNDATION			A Employer identification number 57-6055700		
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			Room/suite		
City or town Winston Salem		State NC	ZIP code 27101-3818		
Foreign country name			Foreign province/state/county		
Foreign postal code			B Telephone number (see instructions) (888) 730-4933		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <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"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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					
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 963,050			J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" 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	18,602	18,115		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	19,662			
b	Gross sales price for all assets on line 6a	325,797			
7	Capital gain net income (from Part IV, line 2)		19,662		
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	38,264	37,777	0	
13	Compensation of officers, directors, trustees, etc	16,012	12,009		4,003
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	1,500			1,500
b	Accounting fees (attach schedule)	1,282			1,282
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	288	288		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	794			794
24	Total operating and administrative expenses. Add lines 13 through 23	19,876	12,297	0	7,579
25	Contributions, gifts, grants paid	33,500			33,500
26	Total expenses and disbursements. Add lines 24 and 25	53,376	12,297	0	41,079
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-15,112			
b	Net investment income (if negative, enter -0-)		25,480		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,581	2,472	2,472
	2 Savings and temporary cash investments	39,370	38,504	38,504
	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)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	831,575	817,629	922,076
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
Liabilities	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	872,526	858,605	963,052
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	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			
Net Assets or Fund Balances	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	872,526	858,605	
	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 instructions)	872,526	858,605	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	872,526	858,605	

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	872,526
2 Enter amount from Part I, line 27a	2	-15,112
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	3,185
4 Add lines 1, 2, and 3	4	860,599
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,994
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	858,605

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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			0
b			0
c			0
d			0
e			0

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	19,662
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	0

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	40,020	887,250	0.045106
2011	37,158	902,888	0.041155
2010	36,071	837,974	0.043045
2009	33,500	722,486	0.046368
2008	45,377	902,389	0.050285

- | | | | |
|----------|--|----------|----------|
| 2 | Total of line 1, column (d) | 2 | 0.225959 |
| 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 | 0.045192 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 930,790 |
| 5 | Multiply line 4 by line 3 | 5 | 42,064 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 255 |
| 7 | Add lines 5 and 6 | 7 | 42,319 |
| 8 | Enter qualifying distributions from Part XII, line 4
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. | 8 | 41,079 |

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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		
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	510
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	510
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	297
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	297
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	213
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
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? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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	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 ▶ 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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ 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) N/A
- 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? ☐ Yes ☒ 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? ☐ Yes ☒ No

5b	N/A	
6b		X
7b	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 (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
Wells Fargo Bank N.A. Trust Tax Dept. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4.00	16,012	
STEPHEN R. STEINBURG 307 BERMUDA TOWN ROW MOUNT PLEASANT, SC	DIRECTOR	.00		
SONIA C. CHERRY 101 COOPER DR SANTEE, SC 29142	DIRECTOR	.00		
SUE DANIELS PO BOX 682 ELLOREE, SC 29047	DIRECTOR	.00		

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

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

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

0

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

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

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

**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	NONE	
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	NONE	
2		
All other program-related investments See instructions		
3	NONE	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	905,428
b	Average of monthly cash balances	1b	39,536
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	944,964
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	944,964
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,174
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	930,790
6	Minimum investment return. Enter 5% of line 5	6	46,540

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	46,540
2a	Tax on investment income for 2013 from Part VI, line 5	2a	510
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	510
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,030
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	46,030
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	46,030

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	41,079
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	41,079
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	41,079

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				46,030
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			15,468	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 41,079				
a Applied to 2012, but not more than line 2a			15,468	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				25,611
e Remaining amount distributed out of corpus				
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				20,419
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

NONE

- 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.

DAVID M MILLER ONE WEST FOURTH STREET 2ND FLOOR WINSTON- SALEM, NC 27101 (336) 747-8182

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

CONTACT TRUST OFFICER FOR LIMITS. DEADLINES AND APPLICATION

- c** Any submission deadlines:

CONTACT TRUST OFFICER FOR LIMITS. DEADLINES AND APPLICATION

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

CONTACT TRUST OFFICER FOR LIMITS. DEADLINES AND APPLICATION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total				3a 33,500
b <i>Approved for future payment</i> NONE				
Total				3b 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? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | |
| | (1) Cash | 1a |
| | (2) Other assets | 1a |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1b |
| 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. | 1b |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

**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.

 **John A. Salento SVP Wells Fargo Bank N.A.**

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

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name
JOSEPH J CASTRIANO

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Firm's EIN ▶ 13-4008324

Phone no	412-355-6000
----------	--------------

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ADDLESTONE HEBREW ACADEMY

Street

1639 WALLENBERG BLVD

City

CHARLESTON

State

SC

Zip Code

29407

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

CHABAD OF MYRTLE BEACH

Street

2803 N OAK ST

City

MYRTLE BEACH

State

SC

Zip Code

29577

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

COLUMBIA JEWISH DAY SCHOOL

Street

5827 N TRENHOLM RD

City

COLUMBIA

State

SC

Zip Code

29206

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

COLLEGE OF CHARLESTON HOLOCAUST ARCHIVE

Street

66 GEORGE ST

City

CHARLESTON

State

SC

Zip Code

29424

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

Name

RAMBAM DAY SCHOOL

Street

511 ABERCORN ST

City

SAVANAH

State

GA

Zip Code

31405

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

SOUTH CAROLINA HISTORICAL SOCIETY

Street

100 MEETING ST

City

CHARLESTON

State

SC

Zip Code

29401

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

750

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ELLOREE FIRST BAPTIST CHURCH

Street

6208 OLD NUMBER SIX HWY

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

ELLOREE HERITAGE MUSEUM

Street

2714 CLEVELAND ST

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

ELLOREE UNITED METHODIST CHURCH

Street

PO DRAWER

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

ST MATTHEWS K-8 NEW SCHOOL

Street

135 SAINTS AVE

City

ST MATTHEWS

State

SC

Zip Code

29135

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

HOPE LUTHERAN CHURCH OUTREACH

Street

1400 KENNERLY ROAD

City

IRMO

State

SC

Zip Code

29063

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

TOWN OF ELLOREE

Street

2719 CLEVELAND ST

City

ELLOREE

State

SC

Zip Code

29047

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,150

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ORANGEBURG-CALHOUN TECHNICAL COLLEGE

Street

3250 ST MATTHEWS ROAD

City

ORANGEBURG

State

SC

Zip Code

29118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

SYNAGOGUE EMANU-EL

Street

5 WINDSOR DRIVE

City

CHARLESTON

State

SC

Zip Code

29407

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

TEMPLE SINAI

Street

13 CHURCH ST

City

SUMTER

State

SC

Zip Code

29150

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

750

Name

BEAUTIFUL PLACES ALLIANCE

Street

1205 PENDLETON STREET

City

COLUMBIA

State

SC

Zip Code

299201-3756

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

850

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Long Term CG Distributions		Amount		Totals										Net Gain or Loss	
		Short Term CG Distributions		10,114		Capital Gains/Losses		Gross Sales	Cost, Other Basis and Expenses		306,135		19,662	0			
		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
1	X	VANGUARD FTSE EMERGING	922042858			12/17/2010		10/9/2013	2,089	2,410				0	-321		
2	X	VANGUARD FTSE EMERGING	922042858			1/26/2011		10/9/2013	860	1,002				0	-142		
3	X	VANGUARD FTSE EMERGING	922042858			1/13/2011		10/9/2013	901	1,051				0	-150		
4	X	VANGUARD FTSE EMERGING	922042858			10/20/2010		10/9/2013	3,727	4,269				0	-542		
5	X	VANGUARD RET VIFER	922080553			11/19/2012		2/7/2013	1,507	1,374				0	133		
6	X	DREYFUS EMG MKT DEBT LO	261990494			8/12/2011		2/7/2013	5,422	5,215				0	207		
7	X	DREYFUS EMG MKT DEBT LO	261990494			12/17/2010		2/7/2013	1,580	1,465				0	115		
8	X	DREYFUS EMG MKT DEBT LO	261990494			8/10/2012		10/10/2013	12,622	13,012				0	-390		
9	X	JP MORGAN MID CAP VALUE	339128100			2/11/2013		7/10/2013	966	871				0	95		
10	X	GATEWAY FUND - Y #1986	367829884			8/10/2012		7/10/2013	22,112	21,615				0	487		
11	X	GATEWAY FUND - Y #1986	367829884			2/11/2013		7/10/2013	10,479	10,366				0	123		
12	X	HARBOR CAPITAL APROCTION	411511504			2/11/2013		7/10/2013	18,487	17,075				0	1,412		
13	X	HARBOR CAPITAL APROCTION	411511504			11/21/2012		7/10/2013	1,127	970				0	157		
14	X	KEELEY SMALL CAP VAL FD	487300808			12/8/2011		2/7/2013	4,958	3,989				0	969		
15	X	KEELEY SMALL CAP VAL FD	487300808			12/17/2010		2/7/2013	6,214	4,976				0	1,238		
16	X	LAUDUS MONDRIAN INTL FLI	51855Q655			12/17/2010		2/7/2013	2,017	2,089				0	-72		
17	X	MFS VALUE FUND-CLASS I #	552983694			2/11/2013		7/10/2013	8,151	7,358				0	793		
18	X	MFS VALUE FUND-CLASS I #	552983694			2/14/2012		7/10/2013	7,478	5,945				0	1,533		
19	X	OPPENHEIMER DEVELOPING	683974505			12/17/2010		10/9/2013	7,821	7,415				0	406		
20	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		2/7/2013	31,006	31,700				0	-692		
21	X	ARTISAN INTERNATIONAL FU	04314H204			12/8/2011		10/9/2013	4,968	3,878				0	782		
22	X	ARTISAN INTERNATIONAL FU	04314H204			12/8/2011		10/9/2013	2,858	2,246				0	612		
23	X	ARTISAN MID CAP FUND-INS	04314H600			7/12/2012		10/9/2013	3,097	2,977				0	120		
24	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/9/2013	722	585				0	137		
25	X	CREDIT SUISSE COMM RET S	22544R305			8/12/2011		10/9/2013	2,782	3,477				0	-695		
26	X	CREDIT SUISSE COMM RET S	22544R305			10/12/2010		10/9/2013	6,280	7,756				0	-1,476		
27	X	DIAMOND HILL LONG-SHORT	25264S833			1/28/2011		2/7/2013	845	798				0	147		
28	X	AQR MANAGED FUTURES ST	00203H859			7/12/2013		10/9/2013	8,856	9,171				0	-315		
29	X	HARBOR CAPITAL APROCTION	411511504			11/21/2012		10/9/2013	1,698	1,386				0	312		
30	X	HARBOR CAPITAL APROCTION	411511504			10/12/2010		10/9/2013	2,924	1,932				0	992		
31	X	HUSSMAN STRATEGIC GROW	448108100			12/8/2011		2/7/2013	16,943	19,508				0	-2,665		
32	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		7/7/2013	1,064	984				0	80		
33	X	ISHARES CORE S & P 500 ETF	464287200			12/17/2010		7/10/2013	18,408	13,926				0	4,482		
34	X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	13,783	12,128				0	1,655		
35	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	12,458	11,634				0	822		
36	X	KALMAR GR WVAL SM CAP F	483438208			2/12/2012		10/9/2013	1,414	1,711				0	287		
37	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		2/7/2013	19,566	20,230				0	-664		
38	X	PIMCO TOTAL RET FD-INST #	693390700			2/7/2013		7/10/2013	732	736				0	-4		
39	X	PIMCO TOTAL RET FD-INST #	693390700			12/8/2011		7/10/2013	1,265	1,288				0	-23		
40	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		7/10/2013	9,618	10,141				0	-523		
41	X	PIMCO FOREIGN BD FD-INST #	693390700			12/3/2007		7/10/2013	1,612	1,628				0	-16		
42	X	PIMCO FOREIGN BD FD-INST #	693390882			8/12/2011		2/7/2013	1,813	1,781				0	32		
43	X	RIDGEMORTH SEIX HY BDJ #	76628T645			12/8/2011		2/7/2013	5,503	5,405				0	98		
44	X	DIAMOND HILL LONG-SHORT	25264S833			12/8/2011		7/10/2013	6,166	4,886				0	1,270		
45	X	DODGE & COX INTL STOCK F	256206103			11/12/2007		2/7/2013	969	1,163				0	-194		
46	X	DODGE & COX INTL STOCK F	256206103			11/12/2007		7/10/2013	3,385	3,919				0	-534		
47	X	DODGE & COX INTL STOCK F	256206103			11/12/2007		10/9/2013	909	977				0	-68		
48	X	DODGE & COX INCOME FD CA	256210105			5/16/2006		10/9/2013	2,856	2,933				0	-77		
49	X	DODGE & COX INCOME FD CA	256210105			2/12/2013		7/10/2013	12,678	13,093				0	-415		

Part I, Line 16a (990-PF) - Legal Fees

		1,500	0	0	1,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	1,500			1,500

Part I, Line 16b (990-PF) - Accounting Fees

		1,282	0	0	1,282
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,282			1,282

Part I, Line 18 (990-PF) - Taxes

		288	288	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	288	288		

Part I, Line 23 (990-PF) - Other Expenses

		794	0	0	794
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	GRANT ADMINISTRATION FEE	794			794

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	33,840	48,277
3	DODGE & COX INCOME FD COM 147		0	65,037	65,377
4	HARBOR CAPITAL APRCTION-INST 2012		0	43,179	72,939
5	MERGER FD SH BEN INT 260		0	27,486	27,620
6	PIMCO TOTAL RET FD-INST 35		0	65,052	64,487
7	PIMCO FOREIGN BD FD USD H-INST 103		0	16,610	16,486
8	T ROWE PRICE SHORT TERM BD FD 55		0	31,818	31,704
9	ARTISAN MID CAP FUND-INSTL 1333		0	31,693	39,446
10	FID ADV EMER MKTS INC- CL I 607		0	12,118	11,913
11	ISHARES S & P 500 INDEX FUND		0	15,383	21,350
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	17,880	16,728
13	EATON VANCE GLOBAL MACRO - I		0	9,167	8,949
14	DODGE & COX INT'L STOCK FD 1048		0	42,158	47,669
15	MFS VALUE FUND-CLASS I 893		0	34,350	48,967
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	29,908	29,127
17	DRIEHAUS ACTIVE INCOME FUND		0	46,284	46,888
18	JP MORGAN MID CAP VALUE-I 758		0	18,276	27,614
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	27,507	27,339
20	VANGUARD REIT VIPER		0	25,705	31,441
21	VANGUARD EMERGING MARKETS ETF		0	34,877	33,035
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	30,226	33,447
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	31,944	33,001
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	14,564	19,770
25	RIDGEWORTH SEIX HY BD-I 5855		0	40,753	40,569
26	KALMAR GR W/ VAL SM CAP-INS #4		0	15,424	20,377
27	CREDIT SUISSE COMM RT ST-CO 2156		0	43,542	36,595
28	KEELEY SMALL CAP VAL FD CL I 2251		0	12,848	20,961

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	34
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	2,846
3	FEDERAL EXCISE TAX REFUND	3	305
4	Total	4	3,185

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,660
2	PY RETURN OF CAPITAL ADJUSTMENT	2	334
3	Total	3	1,994

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions													Amount	
Short Term CG Distributions													Amount	
CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1	VANGUARD FTSE EMERGING MARKET		12/17/2010	10/9/2013	2,089		0	2,410	-321	9,548	0	0	9,548	
2	VANGUARD FTSE EMERGING MARKET		1/26/2011	10/9/2013	860		0	1,002	-142		0	0		
3	VANGUARD FTSE EMERGING MARKET		1/13/2011	10/9/2013	901		0	1,051	-150		0	0		
4	VANGUARD FTSE EMERGING MARKET		10/20/2010	10/9/2013	3,727		0	4,289	-542		0	0		
5	VANGUARD REIT WPER		11/19/2012	2/7/2013	5,227		0	1,374	133		0	0		
6	DREYFUS EMG MKT DEBT LOC C.I.#608		8/12/2011	2/7/2013	1,507		0	5,215	207		0	0		
7	DREYFUS EMG MKT DEBT LOC C.I.#608		12/17/2010	2/7/2013	1,580		0	1,485	115		0	0		
8	DREYFUS EMG MKT DEBT LOC C.I.#608		8/10/2012	10/10/2013	12,622		0	13,012	-390		0	0		
9	JIP MORGAN MID CAP VALUE#1758		2/11/2013	7/10/2013	966		0	871	95		0	0		
10	GATEWAY FUND - Y #1986		8/10/2012	7/10/2013	22,112		0	21,615	497		0	0		
11	GATEWAY FUND - Y #1986		2/11/2013	7/10/2013	10,479		0	10,356	123		0	0		
12	HARBOR CAPITAL APRTION-INST #20		2/11/2013	7/10/2013	18,487		0	17,075	1,412		0	0		
13	HARBOR CAPITAL APRTION-INST #20		11/21/2012	7/10/2013	1,127		0	970	157		0	0		
14	KEELEY SMALL CAP VAL FD C.I.#2251		1/28/2011	2/7/2013	4,958		0	3,989	969		0	0		
15	KEELEY SMALL CAP VAL FD C.I.#2251		12/17/2010	2/7/2013	6,214		0	4,976	1,238		0	0		
16	LAUDUS MONDRIAN INTL FI-INST #2940		12/17/2010	2/7/2013	2,017		0	2,089	-72		0	0		
17	MFS VALUE FUND-CLASS #493		2/14/2012	7/10/2013	8,151		0	7,358	793		0	0		
18	MFS VALUE FUND-CLASS #493		2/14/2012	7/10/2013	7,478		0	5,945	1,533		0	0		
19	OPPENHEIMER DEVELOPING MKT-Y #7		12/17/2010	10/9/2013	7,821		0	7,415	406		0	0		
20	PIMCO TOTAL RET FD-INST #35		8/10/2012	2/7/2013	31,098		0	31,700	-602		0	0		
21	ARTISAN INTERNATIONAL FUND #681		1/28/2011	7/10/2013	4,668		0	3,700	968		0	0		
22	ARTISAN INTERNATIONAL FUND #681		1/28/2011	7/10/2013	2,858		0	2,246	612		0	0		
23	ARTISAN MID CAP FUND-INS #1333		7/12/2013	10/9/2013	3,097		0	2,977	120		0	0		
24	ARTISAN MID CAP FUND-INS #1333		4/10/2012	10/9/2013	7,722		0	585	137		0	0		
25	CREDIT SUISSE COMM RET S11#2158		8/12/2011	10/9/2013	2,782		0	3,477	-695		0	0		
26	CREDIT SUISSE COMM RET S11#2158		10/12/2010	10/9/2013	6,280		0	7,756	-1,476		0	0		
27	DAMON HILL LONG-SHORT FD C.I.#		1/28/2011	2/7/2013	843		0	789	54		0	0		
28	DAMON HILL LONG-SHORT FD C.I.#		11/21/2012	10/9/2013	8,058		0	9,171	-1,113		0	0		
29	HARBOR CAPITAL APRTION-INST #20		10/12/2010	10/9/2013	1,090		0	1,386	-296		0	0		
30	HARBOR CAPITAL APRTION-INST #20		10/12/2010	10/9/2013	2,824		0	1,932	892		0	0		
31	HUSMAN STRATEGIC GROWTH FUND		9/8/2012	2/7/2013	1,940		0	19,964	-18,024		0	0		
32	SHARES CORE S & P 500 ETF		12/17/2010	7/10/2013	18,008		0	13,854	4,154		0	0		
33	SHARES CORREL 2000 GROWTH		12/17/2010	2/7/2013	12,733		0	12,138	595		0	0		
34	SHARES RUSSELL 2000 GROWTH		12/19/2012	2/7/2013	1,156		0	11,634	1,053		0	0		
35	KALMAR GR WYAL SM CAP FD #2		2/11/2013	10/9/2013	18,546		0	1,414	267		0	0		
36	PIMCO TOTAL RET FD-INST #35		11/21/2013	2/7/2013	19,546		0	20,230	-684		0	0		
37	PIMCO TOTAL RET FD-INST #35		5/10/2012	7/10/2013	1,265		0	736	529		0	0		
38	PIMCO TOTAL RET FD-INST #35		5/10/2012	7/10/2013	1,265		0	1,288	-23		0	0		
39	PIMCO TOTAL RET FD-INST #35		5/10/2012	7/10/2013	9,618		0	10,141	-523		0	0		
40	PIMCO TOTAL RET FD-INST #35		12/3/2007	7/10/2013	1,612		0	1,628	-16		0	0		
41	PIMCO FOREIGN BD FD USD H-INST #1		8/12/2011	2/7/2013	1,813		0	1,781	32		0	0		
42	PIMCO FOREIGN BD FD USD H-INST #1		12/8/2011	2/7/2013	5,503		0	5,405	98		0	0		
43	RIDGEMORTH SEIX HY BCHI #5855		1/11/2007	7/10/2013	6,156		0	4,886	1,270		0	0		
44	DIAMOND HILL LONG-SHORT FD C.I.#		11/11/2007	7/10/2013	988		0	1,163	-174		0	0		
45	DODGE & COX INTL STOCK FD #1048		1/11/2007	7/10/2013	3,385		0	3,919	-534		0	0		
46	DODGE & COX INTL STOCK FD #1048		1/11/2007	7/10/2013	3,385		0	3,919	-534		0	0		
47	DODGE & COX INTL STOCK FD #1048		1/11/2007	7/10/2013	3,385		0	3,919	-534		0	0		
48	DODGE & COX INTL STOCK FD #1048		5/16/2006	10/9/2013	2,856		0	2,933	-77		0	0		
49	DODGE & COX INTL STOCK FD #1048		5/16/2006	10/9/2013	2,856		0	2,933	-77		0	0		
50	DODGE & COX INCOME FD COM #147		2/5/2010	7/10/2013	12,978		0	13,093	-115		0	0		

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
			1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	16,012		0
1	Wells Fargo Bank N A Trust Tax D	X										
2	STEPHEN R STEINBURG	X	307 BERMUDA TOWN ROW	MOUNT PLEASANT	SC	29464		DIRECTOR	0 00			
3	SONIA C CHERRY	X	101 COOPER DR	SANTEE	SC	29142		DIRECTOR	0 00			
4	SUE DANIELS	X	PO BOX 682	ELLOREE	SC	29047		DIRECTOR	0 00			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

						Date	Amount
1	Credit from prior year return	1	297
2	First quarter estimated tax payment	2	
3	Second quarter estimated tax payment	3	
4	Third quarter estimated tax payment	4	
5	Fourth quarter estimated tax payment	5	
6	Other payments	6	
7	Total	7	297

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	<u>15,468</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>15,468</u>

Statement A

J J Miller Foundation

EIN: 57-6055700

South Carolina Attorney General does not require and prefers that we do not furnish a copy of Form 990-PF to their office.