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Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- 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	B Telephone number (see instructions) (888) 730-4933	
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here ► <input type="checkbox"/>	
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"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 963,050	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	

SCANNED APR 21 2014

ENVELOPE DATE APR 10 2014

POSTAGE DATE

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		(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 ► <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	
Operating and Administrative Expenses	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.	19,876	12,297	0	7,579
	Add lines 13 through 23				
	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.

HTA

Form 990-PF (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	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)			
Liabilities	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) ►			
	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			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	
	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) 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					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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Yes No

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			0.225959
3			0.045192
4			930,790
5			42,064
6			255
7			42,319
8			41,079

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 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

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 if Form 2220 is attached

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 ► Refunded ► 11 0

1	510
2	0
3	510
4	
5	510
7	297
8	
9	213
10	0
11	0

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a Yes X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b Yes X

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 Yes 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? 2 Yes X
If "Yes," attach a detailed description of the activities

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 Yes X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a Yes X

b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 Yes X
If "Yes," attach the statement required by General Instruction T

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 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV 7 Yes 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 General Instruction G? If "No," attach explanation 8b Yes X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 Yes X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 Yes 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?	13	X
Website address ► N/A			
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 ►	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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	► <input type="checkbox"/>	
Organizations relying on a current notice regarding disaster assistance check here		► <input type="checkbox"/>	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		

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	TRUSTEE			
1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101		4 00	16,012	
STEPHEN R STEINBURG	DIRECTOR	.00		
307 BERMUDA TOWN ROW MOUNT PLEASANT, SC 29455				
SONIA C CHERRY	DIRECTOR	.00		
101 COOPER DR SANTEE, SC 29142		.00		
SUE DANIELS	DIRECTOR	.00		
PO BOX 682 ELLOREE, SC 29047				

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

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	41,079
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	41,079
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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			15,468	
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				
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			15,468	
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)				
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:	0	0	0	
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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)				
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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.				
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)				
<i>a Paid during the year</i>				
See Attached Statement				
Total				► 3a 33,500
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
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				
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				
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)		0	38,264	0
13	Total. Add line 12, columns (b), (d), and (e)			13	38,264

(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)
	Not Applicable

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	X	
(2) Other assets	X	
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		
(2) Purchases of assets from a noncharitable exempt organization		
(3) Rental of facilities, equipment, or other assets	X	
(4) Reimbursement arrangements	X	
(5) Loans or loan guarantees	X	
(6) Performance of services or membership or fundraising solicitations		
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
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.		
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	

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

<p>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</p> <p>Sign Here  SVP Wells Fargo Bank N.A.</p> <p>Signature of officer or trustee</p>		4/9/2014	SVP Wells Fargo Bank N.A.	<p>May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
		Date	Title		
<p>Paid Preparer Use Only</p>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		4/9/2014		P01251603
	Firm's name ► PricewaterhouseCoopers, LLP		Firm's EIN ► 13-4008324		
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777		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

NameADDLESTONE 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

NameCHABAD 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

NameCOLUMBIA 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

NameCOLLEGE 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

NameRAMBAM 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

NameSOUTH 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
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,500
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Name

ELLOREE HERITAGE MUSEUM

Street

2714 CLEVELAND ST

City ELLOREE	State SC	Zip Code 29047	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,500
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Name

ELLOREE UNITED METHODIST CHURCH

Street

PO DRAWER

City ELLOREE	State SC	Zip Code 29047	Foreign Country
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Relationship NONE	Foundation Status PC
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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
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,000
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Name

HOPE LUTHERAN CHURCH OUTREACH

Street

1400 KENNERLY ROAD

City IRMO	State SC	Zip Code 29063	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,500
---	------------------------

Name

TOWN OF ELLORIE

Street

2719 CLEVELAND ST

City ELLOREE	State SC	Zip Code 29047	Foreign Country
------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,150
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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
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,000
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Name

SYNAGOGUE EMANU-EL

Street

5 WINDSOR DRIVE

City CHARLESTON	State SC	Zip Code 29407	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,500
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Name

TEMPLE SINAI

Street

13 CHURCH ST

City SUMTER	State SC	Zip Code 29150	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 750
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Name

BEAUTIFUL PLACES ALLIANCE

Street

1205 PENDLETON STREET

City COLUMBIA	State SC	Zip Code 299201-3756	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 850
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Name**Street**

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

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	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	Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss		
											Capital Gains/Losses Other sales	325,797	305,135	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1 X	VANGUARD FTSE EMERGING	922042558			12/17/2010	10/6/2013	2,059	2,410				0	0			0	-321
2 X	VANGUARD FTSE EMERGING	922042558			1/26/2011	10/6/2013	860	1,002				0	0			0	-142
3 X	VANGUARD FTSE EMERGING	922042558			1/13/2011	10/6/2013	901	1,051				0	0			0	-150
4 X	VANGUARD FTSE EMERGING	922042558			10/20/2010	10/6/2013	3,727	4,269				0	0			0	-542
5 X	VANGUARD REIT VIPER	922808553			1/19/2012	2/7/2013	1,507	1,374				0	0			0	133
6 X	DREYFUS EMG MKT DEBT LO	261980494			8/12/2011	2/7/2013	5,422	5,215				0	0			0	207
7 X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010	2/7/2013	1,580	1,465				0	0			0	115
8 X	DREYFUS EMG MKT DEBT LO	261980494			8/10/2012	10/10/2013	12,622	13,012				0	0			0	-390
9 X	JP MORGAN MID CAP VALUE	339128100			2/11/2013	7/10/2013	986	871				0	0			0	95
10 X	GATEWAY FUND Y #1986	367292984			8/10/2012	7/10/2013	22,112	21,615				0	0			0	497
11 X	GATEWAY FUND Y #1986	367292984			11/1/2013	7/10/2013	10,479	10,356				0	0			0	123
12 X	HARBOR CAPITAL AVERSION	411511504			2/11/2013	7/10/2013	18,487	17,075				0	0			0	1,412
13 X	HARBOR CAPITAL AVERSION	411511504			11/21/2012	7/10/2013	1,127	970				0	0			0	157
14 X	KEELEY SMALL CAP VAL FD	487303008			12/17/2011	2/7/2013	4,958	3,989				0	0			0	969
15 X	LAUDIUS MONDRIN INTL FUND	518550055			12/17/2010	2/7/2013	6,214	4,976				0	0			0	1,238
16 X	MFS VALUE FUND CLASS 148	552983694			2/11/2013	7/10/2013	2,017	2,089				0	0			0	-72
17 X	MFS VALUE FUND CLASS 148	552983694			2/14/2012	7/10/2013	8,151	7,358				0	0			0	793
18 X	OPPENHEIMER DEVELOPING	603974905			12/17/2010	10/6/2013	7,478	5,945				0	0			0	1,533
19 X	PIMCO TOTAL RET EDINST #	693993000			8/10/2012	2/7/2013	7,821	7,415				0	0			0	406
20 X	PIMCO TOTAL RET EDINST #	693993000			12/17/2010	2/7/2013	31,008	31,700				0	0			0	-692
21 X	ARTISAN INTERNATIONAL FU	04314H04			1/28/2011	7/10/2013	4,668	3,876				0	0			0	792
22 X	ARTISAN MID CAP FUND-INTL	04314H04			10/6/2011	10/6/2013	2,858	2,246				0	0			0	612
23 X	ARTISAN MID CAP FUND-INTL	04314H00			7/12/2013	10/6/2013	3,097	2,977				0	0			0	120
24 X	ARTISAN MID CAP FUND-INTL	04314H00			4/10/2012	10/6/2013	722	585				0	0			0	137
25 X	CREDIT SUISSE COMM RET S	22544R305			8/12/2011	10/6/2013	2,782	3,477				0	0			0	-695
26 X	DIAMOND HILL LONG-SHORT	252645333			10/12/2010	10/6/2013	6,280	7,756				0	0			0	-1,476
27 X	DIAMOND HILL LONG-SHORT	252645333			12/28/2011	2/7/2013	945	798				0	0			0	147
28 X	AQR MANAGED FUTURE ST	402034H59			7/12/2013	8,856	9,171				0	0			0	-315	
29 X	HARBOR CAPITAL AVERSION	411511504			11/21/2012	10/6/2013	1,688	1,386				0	0			0	312
30 X	HARBOR CAPITAL AVERSION	411511504			10/12/2010	10/6/2013	2,924	1,832				0	0			0	992
31 X	HUSSMAN STRATEGIC GROW	484108100			12/8/2011	2/7/2013	16,843	19,508				0	0			0	-2,665
32 X	ISHARES CORE S & P 500 ET	484287200			8/6/2012	2/7/2013	1,064	984				0	0			0	80
33 X	ISHARES CORE S & P 500 ET	484287200			12/17/2010	2/7/2013	18,408	13,926				0	0			0	4,482
34 X	ISHARES RUSSELL 2000 GROW	484287648			1/19/2012	2/7/2013	13,783	12,128				0	0			0	1,655
35 X	ISHARES RUSSELL 2000 GROW	484287648			12/19/2012	2/7/2013	12,456	11,634				0	0			0	822
36 X	KALMAR CR W/AL SM CAP F	483482006			2/11/2013	10/6/2013	1,711	1,414				0	0			0	297
37 X	KIMCO TOTAL RET EDINST #	693390700			11/21/2012	2/7/2013	19,586	20,230				0	0			0	-664
38 X	KIMCO TOTAL RET EDINST #	693390700			5/10/2012	2/7/2013	732	736				0	0			0	4
39 X	PIMCO TOTAL RET FD-INST #	693390700			1/28/2011	2/7/2013	1,265	1,288				0	0			0	-23
40 X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012	2/7/2013	9,618	10,141				0	0			0	-523
41 X	PIMCO TOTAL RET FD-INST #	693390700			12/3/2007	2/7/2013	1,612	1,628				0	0			0	-16
42 X	PIMCO FOREIGN BD-FD USD	693390882			8/12/2011	2/7/2013	1,813	1,781				0	0			0	32
43 X	RIDGEWORTH SEIX HY BD-#	766287645			2/12/2011	2/7/2013	5,503	5,405				0	0			0	99
44 X	DIAMOND HILL LONG-SHORT	252645333			12/8/2011	2/7/2013	6,156	4,886				0	0			0	1,270
45 X	DODGE & COX INTL STOCK F	256206103			1/11/2007	2/7/2013	969	1,163				0	0			0	-194
46 X	DODGE & COX INTL STOCK F	256206103			1/11/2007	2/7/2013	3,385	3,919				0	0			0	-534
47 X	DODGE & COX INTL STOCK F	256206103			1/11/2007	10/9/2013	909	977				0	0			0	-68
48 X	DODGE & COX INTL STOCK F	256206103			5/16/2006	10/9/2013	2,856	2,933				0	0			0	-77
49 X	DODGE & COX INCOME FD CQ	256210105			2/11/2013	7/10/2013	12,678	13,093				0	0			0	-415

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

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	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 APRCTN-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 USDH-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- CLI 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 SEX 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

										9,548
										Gains Minus Excess of FMV Over Adjusted Basis or Losses
										Excess of FMV Over Adjusted Basis
Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	Expense of Sale	FMV as of 12/31/69	Adjusted Basis as of 12/31/69
CUSIP #										
1 VANGUARD FTSE EMERGING MARKET	922042B58	12/17/2010	10/9/2013	2,039			2,410		-321	
2 VANGUARD FTSE EMERGING MARKET	922042B58	10/6/2011	10/9/2013	860			1,002		-142	
3 VANGUARD FTSE EMERGING MARKET	922042B58	1/13/2011	10/9/2013	931			1,051		-150	
4 VANGUARD FTSE EMERGING MARKET	922042B58	10/22/2010	10/9/2013	3,727			4,299		-562	
5 VANGUARD RETR. VIPER		11/12/2012	2/17/2013	1,507			1,374		133	
6 DREYFUS ENG MKT DEBT LOC C-1#608	81/212011	8/16/2012	5/4/22				5,215		207	
7 DREYFUS ENG MKT DEBT LOC C-1#608	261980494	12/17/2010	2/17/2013	1,508			1,485		115	
8 DREYFUS ENG MKT DEBT LOC C-1#608	261980494	8/16/2012	5/4/22				1,012		-380	
9 JP MORGAN MID CAP VALUE-1 #758	339128100	2/11/2013	7/10/2013	966			871		95	
10 GATEWAY FUND - Y #1986	367829884	2/10/2013	7/10/2013	22,112			21,615		497	
11 HARBOR CAPITAL PROTECTION INST #20	267829884	2/11/2013	7/10/2013	10,419			10,368		123	
12 HARBOR CAPITAL APRTN-INST #20	41511504	2/11/2013	7/10/2013	18,457			17,035		412	
13 HARBOR SMALL CAP VAL'D CL #20	112172012	7/10/2013	1,127				970		157	
14 KEELEY SMALL CAP VAL'D CL #221	487300808	1/28/2011	2/17/2013	4,938			3,989		969	
15 KEELEY SMALL CAP VAL'D CL #221	487300808	12/17/2010	2/17/2013	6,214			4,976		1,238	
16 LAUDUS MNDRIAN INT'L INST #2940518550855	5523913694	12/17/2010	2/17/2013	2,017			2,089		-72	
17 MFS VALUE FUND-CLASS #883	5523913694	2/11/2013	7/10/2013	8,151			7,358		783	
18 MFS VALUE FUND-CLASS #883	5523913694	2/14/2012	7/10/2013	7,478			5,945		533	
19 OPPENHEIMER DEVELOPING MKT-Y #7	684914505	12/17/2010	10/8/2013	7,821			7,415		410	
20 PIMCO TOTAL RET-EQUITY #355	81/202011	8/16/2012	2/17/2013	31,098			31,700		-62	
21 PIMCO TOTAL RET-EQUITY #355	17282011	7/10/2013	4,858				3,876		792	
22 ARTISAN INTERNATIONAL FUND #861	043141204	12/17/2010	2/17/2013	2,037			2,246		812	
23 ARTISAN INTERNATIONAL FUND #861	043141204	12/28/2011	10/9/2013	2,838			2,977		120	
24 ARTISAN MID CAP FUND-NS #1333	0431418600	7/12/2012	10/9/2013	3,097			3,097		0	
25 CREDIT SUISSE COMM RET ST-1 #2156	2255445305	4/10/2012	10/9/2013	722			585		137	
26 CREDIT SUISSE COMM RET ST-1 #2156	8/12/2011	10/9/2013	2,752				3,477		-65	
27 DIAMOND HILL LONG-SHORT RET CL #225458533	10/12/2010	10/9/2013	6,200				7,756		-476	
28 AGC MANAGED FUTURES STR-1 #318652	12/28/2011	2/17/2013	945				793		147	
29 HARBOR CAPITAL APRTN-INST #20	7/12/2013	10/9/2013	8,655				9,711		-315	
30 HARBOR CAPITAL APRTN-INST #20	112172012	1/15/2012	1,639				1,386		312	
31 HUSSMAN STRATEGIC GROWTH FUND	41511504	10/12/2010	10/9/2013	2,924			1,932		992	
32 ISHARES SCORE S & P 500 ETF	464287200	12/28/2011	10/9/2013	16,843			19,508		-2,665	
33 ISHARES SCORE S & P 500 ETF	464287200	8/26/2012	10/9/2013	1,004			984		80	
34 ISHARES RUSSELL 2000 GROWTH	484287648	12/17/2010	7/10/2013	18,408			13,926		4482	
35 ISHARES RUSSELL 2000 GROWTH	484287648	11/19/2012	2/17/2013	13,733			12,126		1,655	
36 KALMAR GB MAM. SM. CAP #52	684287648	12/19/2012	2/17/2013	12,456			11,634		822	
37 PIMCO TOTAL RET-EQUITY #355	693390700	2/11/2012	10/9/2013	1,717			1,444		287	
38 PIMCO TOTAL RET-FUND #355	693390700	6/28/2012	2/17/2013	18,558			20,230		-564	
39 PIMCO TOTAL RET-FUND #355	693390700	5/10/2012	2/17/2013	1,255			1,736		-4	
40 PIMCO TOTAL RET-FUND #355	693390700	12/28/2011	7/10/2013	9,618			1,288		-23	
41 PIMCO TOTAL RET-FUND #355	5/10/2012	12/3/2007	1/10/2013	1,612			10,141		-523	
42 PIMCO FOREIGN BD D USD H-INST #11	693390882	8/12/2011	2/17/2013	1,813			1,628		-16	
43 RIDGEWORTH SINK-HY BDR CL #1	7882011	12/28/2011	5/5/2013	5,503			5,405		98	
44 RIDEWORTH SINK-HY BDR CL #1	252845833	12/28/2011	7/10/2013	6,156			4,885		1,210	
45 DOGE & COX INTL STOCK FD #1046	5523913694	1/11/2012	—	—			1,033		-194	
46 DOGE & COX INTL STOCK FD #1046	5523913694	5/26/2012	—	—			3,919		-534	
47 DOGE & COX INTL STOCK FD #1046	2528208103	1/11/2007	10/9/2013	9,999			977		-68	
48 DOGE & COX INTL STOCK FD #1046	2528208103	5/16/2008	10/9/2013	2,856			2,933		-77	
49 DOGE & COX INCOME FD COM #147	2528210105	2/11/2013	12,878				13,083		-415	

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	16.0112	0	Expense Account
1	Wells Fargo Bank N A	Trust Tax	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818	TRUSTEE	4.00	16.0112				
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	15,468
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	15,468

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.