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

Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: HAROLD W. AND LOIS F. MILNER FOUNDATION

A Employer identification number: 88-0508130

Number and street (or P O box number if mail is not delivered to street address): 8229 TURTLE CREEK CIRCLE | Room/suite:

B Telephone number: 435-649-9130

City or town, state or province, country, and ZIP or foreign postal code: LAS VEGAS, NV 89113

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 913,256.

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

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

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

		(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	139,150.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,101.	18,101.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	55,849.			
	b Gross sales price for all assets on line 6a 282,884.				
	7 Capital gain net income (from Part IV, line 2)		55,849.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	213,100.	73,950.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,150.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	390.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	9,783.	9,783.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,323.	9,783.		0.
	25 Contributions, gifts, grants paid	50,157.			50,157.
	26 **Total expenses and disbursements** Add lines 24 and 25	62,480.	9,783.		50,157.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	150,620.			
	b **Net investment income** (if negative, enter -0-)		64,167.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED APR 1 1 2014 OGDEN, UT IRS-OSC 109

SCANNED APR 2 1 2014

9/8 15

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	16,973.	101,991.	101,991.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	515,990.	581,592.	811,265.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	532,963.	683,583.	913,256.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	532,963.	683,583.	
	30 Total net assets or fund balances	532,963.	683,583.	
	31 Total liabilities and net assets/fund balances	532,963.	683,583.	

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	532,963.
2	Enter amount from Part I, line 27a	2	150,620.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	683,583.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	683,583.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	282,884.		227,035.	55,849.

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				55,849.

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 — 55,849.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	123,477.	601,073.	.205428
2011	22,610.	552,848.	.040897
2010	34,529.	449,053.	.076893
2009	12,000.	325,511.	.036865
2008	40,229.	289,511.	.138955

2	Total of line 1, column (d)	2	.499038
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	.099808
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	755,738.
5	Multiply line 4 by line 3	5	75,429.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	642.
7	Add lines 5 and 6	7	76,071.
8	Enter qualifying distributions from Part XII, line 4	8	50,157.

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	1	1,283.
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	1,283.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,283.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	8.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,291.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NV			
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* SEE STATEMENT 6	8b		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		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A. Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ THE FOUNDATION Telephone no. ▶ 435-649-9130

Located at ▶ 8229 TURTLE CREEK CIRCLE, LAS VEGAS, NV ZIP+4 ▶ 89113

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
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)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
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? N/A **7b**

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

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

(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
HAROLD W. MILNER 8229 TURTLE CREEK CIRCLE LAS VEGAS, NV 89113	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	707,765.
b	Average of monthly cash balances			1b	59,482.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	767,247.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	767,247.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	11,509.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	755,738.
6	**Minimum investment return** Enter 5% of line 5			6	37,787.

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	37,787.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,283.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,283.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	36,504.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	36,504.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	36,504.

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	50,157.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,157.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	50,157.

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					36,504.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	25,867.				
b From 2009					
c From 2010	12,136.				
d From 2011					
e From 2012	94,169.				
f Total of lines 3a through e		132,172.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 50,157.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					36,504.
e Remaining amount distributed out of corpus		13,653.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		145,825.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		25,867.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		119,958.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010	12,136.				
c Excess from 2011					
d Excess from 2012	94,169.				
e Excess from 2013	13,653.				

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

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

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

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

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

HAROLD W. MILNER

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

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

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

c Any submission deadlines:

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

Part XV . Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF UTAH 540 ARAPEEN DR SALT LAKE CITY, UT 84108	N/A	PC	UNRESTRICTED	42,057.
UTAH SYMPHONY & OPERA 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84101	N/A	PC	UNRESTRICTED	7,500.
ARCS FOUNDATION 1338 S FOOTHILL DR., SUITE 324 SALT LAKE CITY, UT 84108	N/A	PC	UNRESTRICTED	600.
Total			▶ 3a	50,157.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	18,101.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	55,849.	
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.		73,950.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 73,950.

(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).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 4/8/14 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID M. ALLEN	[signature]	4/3/14		P00362074

Firm's name ▶ MOSS ADAMS LLP — Firm's EIN ▶ 91-0189318

Firm's address ▶ 8800 E RAINTREE DR, STE 210
SCOTTSDALE, AZ 85260 — Phone no. 480-444-3424

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	Employer identification number
HAROLD W. AND LOIS F. MILNER FOUNDATION	88-0508130

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ________

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

Name of organization	Employer identification number
HAROLD W. AND LOIS F. MILNER FOUNDATION	88-0508130

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HAROLD W. MILNER 8229 TURTLE CREEK CIRCLE LAS VEGAS, NV 89113	$ 137,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization

HAROLD W. AND LOIS F. MILNER FOUNDATION

Employer identification number

88-0508130

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
HAROLD W. AND LOIS F. MILNER FOUNDATION	88-0508130

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB & CO., INC. ACCOUNT A	18,336.	236.	18,100.	18,100.	
CHARLES SCHWAB & CO., INC. ACCOUNT B	1.	0.	1.	1.	
TO PART I, LINE 4	18,337.	236.	18,101.	18,101.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,150.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,150.	0.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	390.	0.		0.
TO FORM 990-PF, PG 1, LN 18	390.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	9,783.	9,783.		0.
TO FORM 990-PF, PG 1, LN 23	9,783.	9,783.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS INVESTMENTS - SEE ATTACHMENT	581,592.	811,265.
TOTAL TO FORM 990-PF, PART II, LINE 10B	581,592.	811,265.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 6

EXPLANATION

THE STATE OF NEVADA IS THE LOCATION WHERE THE HAROLD & LOIS MILNER FOUNDATION IS REGISTERED. TYPICALLY FORM 990-PF IS FILED WITH THE REGISTERED STATE. THE STATE OF NEVADA ONLY REQUIRES THE FOUNDATION TAX RETURN TO BE FILED IF THE PRIVATE FOUNDATION IS REGISTERED AS A CORPORATION. THE FOUNDATION IS REGISTERED AS A TRUST AND THEREFORE THERE IS NO FILING REQUIREMENT IN THE STATE OF NEVADA.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
c	PUBLICLY TRADED SECURITIES			
d	PUBLICLY TRADED SECURITIES			
e	PUBLICLY TRADED SECURITIES			
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	135,685.		118,403.	17,282.
b	4.		2.	2.
c	113,526.		87,318.	26,208.
d	33,414.		21,299.	12,115.
e	19.		13.	6.
f	236.			236.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				17,282.
b				2.
c				26,208.
d				12,115.
e				6.
f				236.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	55,849.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

Harold W. and Lois F. Milner Foundation
88-0508130
Part II, Line 10b, Column b & c - End of Year Book and Market Value

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A E S CORP	**613.0000**	**14.5100**	**8,894.63**	**<1%**	**1,033.85**	**1.10%**	**98.08**
SYMBOL: AES	608.0000	12.8171	7,792.80	07/17/13	1,029.28	167	Short-Term
	5.0000	13.5960	67.98	09/26/13	4.57	96	Short-Term
Cost Basis			*7,860.78*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
A T & T INC NEW	**311.0000**	**35.1600**	**10,934.76**	**1%**	**1,005.14**	**5.11%**	**559.80**
SYMBOL: T	188.0000	29.0962	5,470.10	10/17/11	1,139.98	806	Long-Term
	4.0000	33.8675	135.47	05/29/12	5.17	581	Long-Term
	116.0000	36.3910	4,221.36	03/25/13	(142.80)	281	Short-Term
	3.0000	34.2300	102.69	09/26/13	2.79	96	Short-Term
Cost Basis			*9,929.62*				
AMEREN CORPORATION	**378.0000**	**36.1600**	**13,668.48**	**2%**	**2,579.51**	**4.42%**	**604.80**
SYMBOL: AEE	100.0000	29.3240	2,932.40	11/22/10	683.60	1135	Long-Term
	25.0000	28.2900	707.25	12/31/10	196.75	1096	Long-Term
	87.0000	28.9586	2,519.40	01/24/11	626.52	1072	Long-Term
	95.0000	28.9783	2,752.94	01/25/11	682.26	1071	Long-Term
	54.0000	29.9605	1,617.87	07/25/11	334.77	890	Long-Term
	3.0000	30.6966	92.09	09/27/11	16.39	826	Long-Term
	3.0000	31.8766	95.63	03/29/12	12.85	642	Long-Term
	4.0000	32.3175	129.27	05/29/12	15.37	581	Long-Term
	4.0000	34.1775	136.71	03/25/13	7.93	281	Short-Term
	3.0000	35.1366	105.41	09/26/13	3.07	96	Short-Term
Cost Basis			*11,088.97*				
AMGEN INCORPORATED	**125.0000**	**114.0800**	**14,260.00**	**2%**	**3,672.87**	**1.64%**	**235.00**
SYMBOL: AMGN	125.0000	84.6970	10,587.13	09/25/12	3,672.87	462	Long-Term
ARCHER-DANIELS-MIDLND CO	**324.0000**	**43.4000**	**14,061.60**	**2%**	**5,476.35**	**1.75%**	**246.24**
SYMBOL: ADM	318.0000	26.3438	8,377.36	08/21/12	5,423.84	497	Long-Term
	3.0000	32.5800	97.74	03/25/13	32.46	281	Short-Term
	3.0000	36.7166	110.15	09/26/13	20.05	96	Short-Term
Cost Basis			*8,585.25*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
BANK OF AMERICA CORP	**755.0000**	**15.5700**	**11,755.35**	**1%**	**6,180.84**	**0.25%**	**30.20**
SYMBOL: BAC	740.0000	7.2817	5,388.46	07/30/12	6,133.34	519	Long-Term
	4.0000	9.0375	36.15	09/25/12	26.13	462	Long-Term
	3.0000	12.4000	37.20	03/25/13	9.51	281	Short-Term
	8.0000	14.0875	112.70	09/26/13	11.86	96	Short-Term
Cost Basis			*5,574.51*				
BANK OF NY MELLON CP NEW	**314.0000**	**34.9400**	**10,971.16**	**1%**	**336.17**	**1.71%**	**188.40**
SYMBOL: BK	314.0000	33.8693	10,634.99	12/19/13	336.17	12	Short-Term
BUNGE LIMITED F	**139.0000**	**82.1100**	**11,413.29**	**1%**	**2,943.09**	**1.46%**	**166.80**
SYMBOL: BG	136.0000	60.5627	8,236.53	09/27/11	2,930.43	826	Long-Term
	3.0000	77.8900	233.67	01/23/13	12.66	342	Short-Term
Cost Basis			*8,470.20*				
C N A FINANCIAL CORP	**92.0000**	**42.8900**	**3,945.88**	**<1%**	**1,357.37**	**1.86%**	**73.60**
SYMBOL: CNA	89.0000	27.9960	2,491.65	11/28/12	1,325.56	398	Long-Term
	3.0000	32.2866	96.86	03/25/13	31.81	281	Short-Term
Cost Basis			*2,588.51*				
CA INC	**447.0000**	**33.6500**	**15,041.55**	**2%**	**3,228.38**	**2.97%**	**447.00**
SYMBOL: CA	433.0000	26.4209	11,440.29	04/23/12	3,130.16	617	Long-Term
	4.0000	25.3975	101.59	05/29/12	33.01	581	Long-Term
	6.0000	25.0150	150.09	03/25/13	51.81	281	Short-Term
	4.0000	30.3000	121.20	09/26/13	13.40	96	Short-Term
Cost Basis			*11,813.17*				
CARDINAL HEALTH INC	**174.0000**	**66.8100**	**11,624.94**	**1%**	**286.44**	**1.81%**	**210.54**
SYMBOL: CAH	174.0000	65.1637	11,338.50	11/26/13	286.44	35	Short-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Harold W. and Lois F. Milner Foundation
88-0508130

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CBS CORPORATION CL B NEW	**292.0000**	**63.7400**	**18,612.08**	**2%**	**11,689.29**	**0.75%**	**140.16**
SYMBOL: CBS	203.0000	22.9027	4,649.25	10/17/11	8,289.97	806	Long-Term
	79.0000	24.3451	1,923.27	11/28/11	3,112.19	764	Long-Term
	7.0000	32.2200	225.54	05/29/12	220.64	581	Long-Term
	3.0000	41.5766	124.73	01/23/13	66.49	342	Short-Term
Cost Basis			*6,922.79*				***Accrued Dividend: 35.04***
CHESAPEAKE ENERGY CORP	**335.0000**	**27.1400**	**9,091.90**	**1%**	**176.92**	**1.28%**	**117.25**
SYMBOL: CHK	267.0000	26.4480	7,061.64	11/26/13	184.74	35	Short-Term
	68.0000	27.2550	1,853.34	12/19/13	(7.82)	12	Short-Term
Cost Basis			*8,914.98*				
CHEVRON CORPORATION	**177.0000**	**124.9100**	**22,109.07**	**2%**	**6,014.29**	**3.20%**	**708.00**
SYMBOL: CVX	47.0000	103.5400	4,866.38	05/21/08	1,004.39	2050	Long-Term
	49.0000	77.3679	3,791.03	01/05/09	2,329.56	1821	Long-Term
	26.0000	74.3600	1,933.36	03/08/10	1,314.30	1394	Long-Term
	31.0000	91.6600	2,841.46	12/31/10	1,030.75	1096	Long-Term
	3.0000	105.5533	316.66	03/29/12	58.07	642	Long-Term
	18.0000	109.6594	1,973.87	07/30/12	274.51	519	Long-Term
	3.0000	124.0066	372.02	09/26/13	2.71	96	Short-Term
Cost Basis			*16,094.78*				
CISCO SYSTEMS INC	**535.0000**	**22.4300**	**12,000.05**	**1%**	**1,913.72**	**3.03%**	**363.80**
SYMBOL: CSCO	304.0000	17.9754	5,464.55	11/28/11	1,354.17	764	Long-Term
	6.0000	16.5400	99.24	05/29/12	35.34	581	Long-Term
	93.0000	18.9811	1,765.25	11/27/12	320.74	399	Long-Term
	126.0000	20.7329	2,612.35	01/23/13	213.83	342	Short-Term
	6.0000	24.1566	144.94	09/26/13	(10.36)	96	Short-Term
Cost Basis			*10,086.33*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
COMPUTER SCIENCES CORP	**179.0000**	**55.8800**	**10,002.52**	**1%**	**2,322.33**	**1.43%**	**143.20**
SYMBOL: CSC	94.0000	49.4594	4,649.19	10/20/10	603.53	1168	Long-Term
	23.0000	49.7000	1,143.10	12/31/10	142.14	1096	Long-Term
	59.0000	29.8693	1,762.29	03/29/12	1,534.63	642	Long-Term
	3.0000	41.8700	125.61	01/23/13	42.03	342	Short-Term
Cost Basis			*7,680.19*				***Accrued Dividend: 35.80***
CONOCOPHILLIPS	**364.0000**	**70.6500**	**25,716.60**	**3%**	**3,321.27**	**3.90%**	**1,004.64**
SYMBOL: COP	247.0000	60.5200	14,948.44	03/25/13	2,502.11	281	Short-Term
	86.0000	62.8065	5,401.36	05/29/13	674.54	216	Short-Term
	28.0000	65.5471	1,835.32	07/17/13	142.88	167	Short-Term
	3.0000	70.0700	210.21	09/26/13	1.74	96	Short-Term
Cost Basis			*22,395.33*				
D T E ENERGY COMPANY	**210.0000**	**66.3900**	**13,941.90**	**2%**	**4,214.39**	**3.94%**	**550.20**
SYMBOL: DTE	92.0000	43.7169	4,021.96	12/16/09	2,085.92	1476	Long-Term
	22.0000	44.8600	986.92	03/08/10	473.66	1394	Long-Term
	30.0000	45.4900	1,364.70	12/31/10	627.00	1096	Long-Term
	56.0000	49.2164	2,756.12	03/31/11	961.72	1006	Long-Term
	4.0000	54.7075	218.83	03/29/12	46.73	642	Long-Term
	3.0000	59.6200	178.86	11/27/12	20.31	399	Long-Term
	3.0000	66.7066	200.12	09/26/13	(0.95)	96	Short-Term
Cost Basis			*9,727.51*				***Accrued Dividend: 137.55***
DONNELLEY R R & SONS CO	**462.0000**	**20.2800**	**9,369.36**	**1%**	**863.96**	**5.12%**	**480.48**
SYMBOL: RRD	459.0000	18.4276	8,458.27	08/14/13	850.25	139	Short-Term
	3.0000	15.7100	47.13	09/26/13	13.71	96	Short-Term
Cost Basis			*8,505.40*				
DOW CHEMICAL COMPANY	**339.0000**	**44.4000**	**15,051.60**	**2%**	**1,476.01**	**2.88%**	**433.92**
SYMBOL: DOW	339.0000	40.0459	13,575.59	09/26/13	1,476.01	96	Short-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
FLUOR CORPORATION NEW	**181.0000**	**80.2900**	**14,532.49**	**2%**	**3,900.07**	**0.79%**	**115.84**
SYMBOL: FLR	128.0000	56.3960	7,218.69	10/22/12	3,058.43	435	Long-Term
	50.0000	63.9816	3,199.08	01/23/13	815.42	342	Short-Term
	3.0000	71.5500	214.65	09/26/13	26.22	96	Short-Term
Cost Basis			*10,632.42*				***Accrued Dividend: 28.96***
GOLDMAN SACHS GROUP INC	**68.0000**	**177.2600**	**12,053.68**	**1%**	**2,158.96**	**1.24%**	**149.60**
SYMBOL: GS	68.0000	145.5105	9,894.72	01/23/13	2,158.96	342	Short-Term
HEWLETT-PACKARD COMPANY	**228.0000**	**27.9800**	**6,379.44**	**<1%**	**379.76**	**2.07%**	**132.42**
SYMBOL: HPQ	228.0000	26.3143	5,999.68	07/17/13	379.76	167	Short-Term
							Accrued Dividend: 33.11
HOME DEPOT INC	**202.0000**	**82.3400**	**16,632.68**	**2%**	**10,756.78**	**1.89%**	**315.12**
SYMBOL: HD	110.0000	23.2546	2,558.01	06/22/09	6,499.39	1653	Long-Term
	37.0000	31.9900	1,183.63	03/08/10	1,862.95	1394	Long-Term
	46.0000	34.9500	1,607.70	12/31/10	2,179.94	1096	Long-Term
	3.0000	49.6666	149.00	03/29/12	98.02	642	Long-Term
	3.0000	49.7666	149.30	05/29/12	97.72	581	Long-Term
	3.0000	76.0866	228.26	09/26/13	18.76	96	Short-Term
Cost Basis			*5,875.90*				
HUNTINGTON BANCSHS INC	**1,473.0000**	**9.6500**	**14,214.45**	**2%**	**732.92**	**2.07%**	**294.60**
SYMBOL: HBAN	1,212.0000	9.1417	11,079.86	11/26/13	615.94	35	Short-Term
	261.0000	9.2018	2,401.67	11/27/13	116.98	34	Short-Term
Cost Basis			*13,481.53*				***Accrued Dividend: 73.65***

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
INTERNATIONAL PAPER CO	**164.0000**	**49.0300**	**8,040.92**	**<1%**	**4,050.82**	**2.85%**	**229.60**
SYMBOL: IP	126.0000	22.8280	2,876.33	05/26/10	3,301.45	1315	Long-Term
	31.0000	27.4900	852.19	12/31/10	667.74	1096	Long-Term
	4.0000	29.8775	119.51	05/29/12	76.61	581	Long-Term
	3.0000	47.3566	142.07	09/26/13	5.02	96	Short-Term
Cost Basis			*3,990.10*				
JOHNSON & JOHNSON	**140.0000**	**91.5900**	**12,822.60**	**1%**	**633.68**	**2.88%**	**369.60**
SYMBOL: JNJ	140.0000	87.0637	12,188.92	09/26/13	633.68	96	Short-Term
JPMORGAN CHASE & CO	**539.0000**	**58.4800**	**31,520.72**	**3%**	**10,491.96**	**2.59%**	**819.28**
SYMBOL: JPM	116.0000	43.1500	5,005.40	05/21/08	1,778.28	2050	Long-Term
	120.0000	30.1300	3,615.60	01/05/09	3,402.00	1821	Long-Term
	7.0000	33.4857	234.40	04/27/09	174.96	1709	Long-Term
	4.0000	33.6200	134.48	06/22/09	99.44	1653	Long-Term
	4.0000	40.4800	161.92	02/23/10	72.00	1407	Long-Term
	71.0000	42.7500	3,035.25	03/08/10	1,116.83	1394	Long-Term
	2.0000	39.0800	78.16	05/26/10	38.80	1315	Long-Term
	9.0000	40.0900	360.81	07/26/10	165.51	1254	Long-Term
	91.0000	42.3162	3,850.78	12/31/10	1,470.90	1096	Long-Term
	8.0000	42.7587	342.07	05/23/11	125.77	953	Long-Term
	52.0000	29.5173	1,534.90	11/28/11	1,506.06	764	Long-Term
	17.0000	37.4364	636.42	01/23/12	357.74	708	Long-Term
	9.0000	46.2377	416.14	01/23/13	110.18	342	Short-Term
	15.0000	54.6380	819.57	05/29/13	57.63	216	Short-Term
	14.0000	57.3471	802.86	11/26/13	15.86	35	Short-Term
Cost Basis			*21,028.76*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
KEYCORP INC NEW	**975.0000**	**13.4200**	**13,084.50**	**1%**	**6,918.18**	**1.63%**	**214.50**
SYMBOL: KEY	932.0000	6.2166	5,793.96	08/23/11	6,713.48	861	Long-Term
	5.0000	6.1680	30.84	09/27/11	36.26	826	Long-Term
	4.0000	8.2175	32.87	01/23/12	20.81	708	Long-Term
	8.0000	8.3987	67.19	03/29/12	40.17	642	Long-Term
	8.0000	7.5475	60.38	05/29/12	46.98	581	Long-Term
	5.0000	8.3380	41.69	08/21/12	25.41	497	Long-Term
	3.0000	8.3566	25.07	11/27/12	15.19	399	Long-Term
	3.0000	11.6566	34.97	07/17/13	5.29	167	Short-Term
	7.0000	11.3357	79.35	09/26/13	14.59	96	Short-Term
Cost Basis			*6,166.32*				
KROGER COMPANY	**489.0000**	**39.5300**	**19,330.17**	**2%**	**8,389.95**	**1.66%**	**322.74**
SYMBOL: KR	238.0000	21.9126	5,215.20	08/16/10	4,192.94	1233	Long-Term
	87.0000	21.6020	1,879.38	09/21/10	1,559.73	1197	Long-Term
	50.0000	23.0860	1,154.30	11/22/10	822.20	1135	Long-Term
	94.0000	22.3700	2,102.78	12/31/10	1,613.04	1096	Long-Term
	7.0000	24.1971	169.38	03/29/12	107.33	642	Long-Term
	4.0000	22.5475	90.19	05/29/12	67.93	581	Long-Term
	3.0000	27.6266	82.88	01/23/13	35.71	342	Short-Term
	6.0000	41.0183	246.11	09/26/13	(8.93)	96	Short-Term
Cost Basis			*10,940.22*				
LILLY ELI & COMPANY	**174.0000**	**51.0000**	**8,874.00**	**<1%**	**(477.96)**	**3.84%**	**341.04**
SYMBOL: LLY	174.0000	53.7468	9,351.96	05/29/13	(477.96)	216	Short-Term

Scbwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
MACYS INC	**255.0000**	**53.4000**	**13,617.00**	**2%**	**6,305.42**	**1.87%**	**255.00**
SYMBOL: M	136.0000	27.6082	3,754.72	06/20/11	3,507.68	925	Long-Term
	57.0000	30.1603	1,719.14	07/25/11	1,324.66	890	Long-Term
	53.0000	27.7667	1,471.64	09/27/11	1,358.56	826	Long-Term
	5.0000	38.7380	193.69	05/29/12	73.31	581	Long-Term
	4.0000	43.0975	172.39	09/26/13	41.21	96	Short-Term
Cost Basis			*7,311.58*				***Accrued Dividend: 63.75***
MEADWESTVACO CORPORATION	**356.0000**	**36.9300**	**13,147.08**	**1%**	**6,679.17**	**2.70%**	**356.00**
SYMBOL: MWV	63.0000	10.4858	660.61	01/05/09	1,665.98	1821	Long-Term
	82.0000	10.8731	891.60	01/27/09	2,136.66	1799	Long-Term
	5.0000	13.1660	65.83	06/22/09	118.82	1653	Long-Term
	3.0000	25.4933	76.48	12/16/09	34.31	1476	Long-Term
	3.0000	23.4300	70.29	01/25/10	40.50	1436	Long-Term
	82.0000	22.1639	1,817.44	03/08/10	1,210.82	1394	Long-Term
	98.0000	23.4197	2,295.14	12/31/10	1,324.00	1096	Long-Term
	5.0000	23.8460	119.23	09/27/11	65.42	826	Long-Term
	5.0000	27.6620	138.31	03/29/12	46.34	642	Long-Term
	5.0000	28.0080	140.04	05/29/12	44.61	581	Long-Term
	5.0000	38.5880	192.94	09/26/13	(8.29)	96	Short-Term
Cost Basis			*6,467.91*				
MEDTRONIC INC	**183.0000**	**57.3900**	**10,502.37**	**1%**	**2,748.61**	**1.95%**	**204.96**
SYMBOL: MDT	180.0000	42.1951	7,595.12	10/22/12	2,735.08	435	Long-Term
	3.0000	52.8800	158.64	09/26/13	13.53	96	Short-Term
Cost Basis			*7,753.76*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
MERCK & CO INC NEW	**315.0000**	**50.0500**	**15,765.75**	**2%**	**4,146.95**	**3.43%**	**541.80**
SYMBOL: MRK	77.0000	39.6300	3,051.51	05/21/08	802.34	2050	Long-Term
	73.0000	30.6300	2,235.99	01/05/09	1,417.66	1821	Long-Term
	3.0000	25.2700	75.81	06/22/09	74.34	1653	Long-Term
	3.0000	39.0966	117.29	01/25/10	32.86	1436	Long-Term
	49.0000	37.1883	1,822.23	03/08/10	630.22	1394	Long-Term
	25.0000	36.0700	901.75	12/31/10	349.50	1096	Long-Term
	27.0000	36.0700	973.89	12/31/10	377.46	1096	Long-Term
	3.0000	32.4100	97.23	09/27/11	52.92	826	Long-Term
	4.0000	37.4875	149.95	05/29/12	50.25	581	Long-Term
	47.0000	42.5863	2,001.56	01/23/13	350.79	342	Short-Term
	4.0000	47.8975	191.59	09/26/13	8.61	96	Short-Term
Cost Basis			*11,618.80*				***Accrued Dividend: 138.60***
METLIFE INC	**423.0000**	**53.9200**	**22,808.16**	**3%**	**10,358.08**	**2.04%**	**465.30**
SYMBOL: MET	407.0000	29.0706	11,831.77	11/28/11	10,113.67	764	Long-Term
	4.0000	36.6175	146.47	03/29/12	69.21	642	Long-Term
	4.0000	30.4875	121.95	05/29/12	93.73	581	Long-Term
	3.0000	37.0666	111.20	01/23/13	50.56	342	Short-Term
	5.0000	47.7380	238.69	09/26/13	30.91	96	Short-Term
Cost Basis			*12,450.08*				
MICROCHIP TECHNOLOGY INC	**260.0000**	**44.7500**	**11,635.00**	**1%**	**2,213.43**	**3.16%**	**368.68**
SYMBOL: MCHP	260.0000	36.2368	9,421.57	03/25/13	2,213.43	281	Short-Term
MICROSOFT CORP	**307.0000**	**37.4100**	**11,484.87**	**1%**	**836.01**	**2.99%**	**343.84**
SYMBOL: MSFT	304.0000	34.7044	10,550.14	05/29/13	822.50	216	Short-Term
	3.0000	32.9066	98.72	09/26/13	13.51	96	Short-Term
Cost Basis			*10,648.86*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
MORGAN STANLEY	**464.0000**	**31.3600**	**14,551.04**	**2%**	**7,351.91**	**0.63%**	**92.80**
SYMBOL: MS	447.0000	15.3350	6,854.75	12/14/11	7,163.17	748	Long-Term
	3.0000	19.5366	58.61	03/29/12	35.47	642	Long-Term
	5.0000	13.4780	67.39	05/29/12	89.41	581	Long-Term
	5.0000	21.8480	109.24	03/25/13	47.56	281	Short-Term
	4.0000	27.2850	109.14	09/26/13	16.30	96	Short-Term
Cost Basis			*7,199.13*				
MURPHY OIL CORP HLDG	**238.0000**	**64.8800**	**15,441.44**	**2%**	**3,469.25**	**1.92%**	**297.50**
SYMBOL: MUR	57.0000	41.4675	2,363.65	01/27/09	1,334.51	1799	Long-Term
	48.0000	54.4797	2,615.03	10/20/09	499.21	1533	Long-Term
	26.0000	46.2926	1,203.61	03/08/10	483.27	1394	Long-Term
	28.0000	47.5242	1,330.68	03/23/10	485.96	1379	Long-Term
	1.0000	64.4100	64.41	12/31/10	0.47	1096	Long-Term
	39.0000	64.4102	2,512.00	12/31/10	18.32	1096	Long-Term
	3.0000	47.4366	142.31	03/29/12	52.33	642	Long-Term
	32.0000	46.7200	1,495.04	07/30/12	581.12	519	Long-Term
	4.0000	61.3650	245.46	09/26/13	14.06	96	Short-Term
Cost Basis			*11,972.19*				
NORTHROP GRUMMAN CORP	**181.0000**	**114.6100**	**20,744.41**	**2%**	**9,359.35**	**2.12%**	**441.64**
SYMBOL: NOC	126.0000	60.5707	7,631.91	03/29/12	6,808.95	642	Long-Term
	52.0000	66.6328	3,464.91	07/30/12	2,494.81	519	Long-Term
	3.0000	96.0800	288.24	09/26/13	55.59	96	Short-Term
Cost Basis			*11,385.06*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
OCCIDENTAL PETE CORP	**254.0000**	**95.1000**	**24,155.40**	**3%**	**1,424.10**	**2.69%**	**650.24**
SYMBOL: OXY	3.0000	82.1866	246.56	08/26/08	38.74	1953	Long-Term
	30.0000	62.3100	1,869.30	01/05/09	983.70	1821	Long-Term
	4.0000	78.1975	312.79	01/25/10	67.61	1436	Long-Term
	19.0000	81.3200	1,545.08	03/08/10	261.82	1394	Long-Term
	1.0000	98.5700	98.57	12/31/10	(3.47)	1096	Long-Term
	13.0000	98.5800	1,281.54	12/31/10	(45.24)	1096	Long-Term
	22.0000	93.1145	2,048.52	03/29/12	43.68	642	Long-Term
	162.0000	94.6230	15,328.94	05/29/13	77.26	216	Short-Term
Cost Basis			*22,731.30*				***Accrued Dividend: 162.56***
OLD REPUBLIC INTL CORP	**776.0000**	**17.2700**	**13,401.52**	**1%**	**3,427.53**	**4.16%**	**558.72**
SYMBOL: ORI	676.0000	12.6830	8,573.71	03/25/13	3,100.81	281	Short-Term
	92.0000	13.8928	1,278.14	07/17/13	310.70	167	Short-Term
	8.0000	15.2675	122.14	09/26/13	16.02	96	Short-Term
Cost Basis			*9,973 99*				
PFIZER INCORPORATED	**885.0000**	**30.6300**	**27,107.55**	**3%**	**9,853.60**	**3.13%**	**849.60**
SYMBOL: PFE	120.0000	19.9800	2,397.60	05/21/08	1,278.00	2050	Long-Term
	201.0000	18.2696	3,672.19	01/05/09	2,484.44	1821	Long-Term
	7.0000	15.0000	105.00	06/22/09	109.41	1653	Long-Term
	106.0000	17.3180	1,835.71	03/08/10	1,411.07	1394	Long-Term
	6.0000	15.3800	92.28	05/26/10	91.50	1315	Long-Term
	12.0000	17.5591	210.71	12/31/10	156.85	1096	Long-Term
	100.0000	17.5590	1,755.90	12/31/10	1,307.10	1096	Long-Term
	180.0000	20.6060	3,709.08	05/23/11	1,804.32	953	Long-Term
	7.0000	17.9585	125.71	09/27/11	88.70	826	Long-Term
	120.0000	22.2983	2,675.80	03/29/12	999.80	642	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
PFIZER INCORPORATED	8.0000	22.2075	177.66	05/29/12	67.38	581	Long-Term
	4.0000	24.9875	99.95	09/25/12	22.57	462	Long-Term
	6.0000	28.0766	168.46	03/25/13	15.32	281	Short-Term
	8.0000	28.4875	227.90	09/26/13	17.14	96	Short-Term
Cost Basis			*17,253.95*				
PNM RESOURCES INC	**644.0000**	**24.1200**	**15,533.28**	**2%**	**837.77**	**2.73%**	**425.04**
HOLDING COMPANY	78.0000	22.4262	1,749.25	09/26/13	132.11	96	Short-Term
SYMBOL: PNM	320.0000	22.3415	7,149.28	09/27/13	569.12	95	Short-Term
	186.0000	23.5158	4,373.94	10/17/13	112.38	75	Short-Term
	60.0000	23.7173	1,423.04	10/18/13	24.16	74	Short-Term
Cost Basis			*14,695.51*				
PRINCIPAL FINANCIAL GRP	**367.0000**	**49.3100**	**18,096.77**	**2%**	**7,521.53**	**2.10%**	**381.68**
SYMBOL: PFG	78.0000	28.4917	2,222.36	11/22/10	1,623.82	1135	Long-Term
	39.0000	27.9074	1,088.39	11/24/10	834.70	1133	Long-Term
	29.0000	32.6700	947.43	12/31/10	482.56	1096	Long-Term
	96.0000	32.0100	3,072.96	03/31/11	1,660.80	1006	Long-Term
	4.0000	24.6475	98.59	09/27/11	98.65	826	Long-Term
	4.0000	24.7875	99.15	05/29/12	98.09	581	Long-Term
	109.0000	25.1223	2,738.34	07/30/12	2,636.45	519	Long-Term
	3.0000	30.3300	90.99	01/23/13	56.94	342	Short-Term
	5.0000	43.4060	217.03	09/26/13	29.52	96	Short-Term
Cost Basis			*10,575.24*				
REINSURANCE GP AMER NEW	**153.0000**	**77.4100**	**11,843.73**	**1%**	**746.80**	**1.55%**	**183.60**
SYMBOL: RGA	153.0000	72.5289	11,096.93	07/17/13	746.80	167	Short-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Harold W. and Lois F. Milner Foundation
88-0508130

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
STATE STREET CORP	**269.0000**	**73.3900**	**19,741.91**	**2%**	**7,255.18**	**1.41%**	**279.76**
SYMBOL: STT	265.0000	46.1098	12,219.10	12/17/12	7,229.25	379	Long-Term
	4.0000	66.9075	267.63	09/26/13	25.93	96	Short-Term
Cost Basis			*12,486.73*				
TIME WARNER INC NEW	**260.0000**	**69.7200**	**18,127.20**	**2%**	**10,117.64**	**1.64%**	**299.00**
SYMBOL: TWX	60.0000	27.8663	1,671.98	09/21/09	2,511.22	1562	Long-Term
	45.0000	30.1142	1,355.14	12/16/09	1,782.26	1476	Long-Term
	61.0000	30.6600	1,870.26	03/08/10	2,382.66	1394	Long-Term
	3.0000	31.3166	93.95	03/23/10	115.21	1379	Long-Term
	81.0000	32.2590	2,612.98	12/31/10	3,034.34	1096	Long-Term
	3.0000	32.1766	96.53	09/27/11	112.63	826	Long-Term
	4.0000	35.0775	140.31	05/29/12	138.57	581	Long-Term
	3.0000	56.1366	168.41	03/25/13	40.75	281	Short-Term
Cost Basis			*8,009.56*				
UNITED TECHNOLOGIES CORP	**86.0000**	**113.8000**	**9,786.80**	**1%**	**1,613.02**	**2.07%**	**202.96**
SYMBOL: UTX	86.0000	95.0439	8,173.78	05/29/13	1,613.02	216	Short-Term
VERIZON COMMUNICATIONS	**319.0000**	**49.1400**	**15,675.66**	**2%**	**5,293.47**	**4.31%**	**676.28**
SYMBOL: VZ	4.0000	35.9675	143.87	05/21/08	52.69	2050	Long-Term
	56.0000	35.1412	1,967.91	05/21/08	783.93	2050	Long-Term
	89.0000	30.0166	2,671.48	01/05/09	1,701.98	1821	Long-Term
	4.0000	28.0400	112.16	06/22/09	84.40	1653	Long-Term
	66.0000	27.7495	1,831.47	03/08/10	1,411.77	1394	Long-Term
	3.0000	28.2200	84.66	07/26/10	62.76	1254	Long-Term
	81.0000	35.9060	2,908.39	12/31/10	1,071.95	1096	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
VERIZON COMMUNICATIONS	5.0000	37.1780	185.89	09/27/11	59.81	826	Long-Term
	3.0000	37.7666	113.30	03/29/12	34.12	642	Long-Term
	4.0000	41.6475	166.59	05/29/12	29.97	581	Long-Term
	4.0000	49.1175	196.47	03/25/13	0.09	281	Short-Term
Cost Basis			*10,382.19*				
WELLS FARGO & CO NEW	**600.0000**	**45.4000**	**27,240.00**	**3%**	**9,228.74**	**2.64%**	**720.00**
SYMBOL: WFC	93.0000	27.5715	2,564.15	02/23/10	1,658.05	1407	Long-Term
	23.0000	28.9800	666.54	03/08/10	377.66	1394	Long-Term
	112.0000	30.8328	3,453.28	03/23/10	1,631.52	1379	Long-Term
	41.0000	30.9395	1,268.52	03/24/10	592.88	1378	Long-Term
	46.0000	28.5519	1,313.39	05/26/10	775.01	1315	Long-Term
	75.0000	26.5386	1,990.40	09/21/10	1,414.60	1197	Long-Term
	20.0000	25.8595	517.19	09/22/10	390.81	1196	Long-Term
	99.0000	30.9283	3,061.91	12/31/10	1,432.69	1096	Long-Term
	5.0000	25.5680	127.84	09/27/11	99.16	826	Long-Term
	3.0000	33.7066	101.12	03/29/12	35.08	642	Long-Term
	6.0000	32.0183	192.11	05/29/12	80.29	581	Long-Term
	67.0000	35.2504	2,361.78	09/25/12	680.02	462	Long-Term
	5.0000	37.0080	185.04	03/25/13	41.96	281	Short-Term
	5.0000	41.5980	207.99	09/26/13	19.01	96	Short-Term
Cost Basis			*18,011.26*				
WESTERN DIGITAL CORP	**178.0000**	**83.9000**	**14,934.20**	**2%**	**5,923.25**	**1.19%**	**178.00**
SYMBOL: WDC	178.0000	50.6233	9,010.95	04/22/13	5,923.25	253	Short-Term
							Accrued Dividend: 53.40

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Harold W. and Lois F. Milner Foundation
88-0508130

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
3M COMPANY	**118.0000**	**140.2500**	**16,549.50**	**2%**	**5,598.34**	**1.81%**	**299.72**
SYMBOL: MMM	118.0000	92.8064	10,951.16	12/17/12	5,598.34	379	Long-Term

Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
PROLOGIS INC NEW	**255.0000**	**36.9500**	**9,422.25**	**1%**	**(1,170.83)**		
REIT	252.0000	41.5794	10,478.01	04/22/13	(1,166.61)	253	Short-Term
SYMBOL: PLD	3.0000	38.3566	115.07	09/26/13	(4.22)	96	Short-Term
Cost Basis			*10,593.08*				
Cost reduction - Nondividend Distributions			-508				

Total Market Value	811,265.26
Total Cost Basis	581,591.88