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Return of Private Foundation

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014, and ending JUN 30, 2015

Name of foundation THE MILL FOUNDATION		A Employer identification number 30-0177875
Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 16388	Room/suite	B Telephone number 815-282-7738
City or town, state or province, country, and ZIP or foreign postal code LOVES PARK, IL 61132		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,218,354. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	10,500.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	54,732.	54,732.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	108,311.			
	b Gross sales price for all assets on line 6a	1,532,498.			
	7 Capital gain net income (from Part IV, line 2)		108,311.		
	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		297.		STATEMENT 2	
12 Total Add lines 1 through 11	173,543.	163,340.			
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 STMT 3	2,013.	503.		1,510.
	b Accounting fees STMT 4	7,615.	3,808.		3,807.
	c Other professional fees STMT 5	30,621.	24,669.		5,952.
	17 Interest				
	18 Taxes STMT 6	3,797.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	135.	0.		135.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	3,215.	0.		3,215.
	24 Total operating and administrative expenses Add lines 13 through 23	47,396.	28,980.		14,619.
	25 Contributions, gifts, grants paid	109,500.			120,000.
26 Total expenses and disbursements Add lines 24 and 25	156,896.	28,980.		134,619.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	16,647.				
b Net investment income (if negative, enter -0-)		134,360.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	4,531.	8,444.	8,444.
	2 Savings and temporary cash investments	49,586.	92,303.	92,303.
	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 8	1,385,805.	1,252,539.	1,252,539.
	c Investments - corporate bonds STMT 9	776,037.	635,762.	635,762.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 10	103,100.	159,200.	159,200.
	13 Investments - other STMT 11	37,957.	70,106.	70,106.
	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)	2,357,016.	2,218,354.	2,218,354.
Liabilities	17 Accounts payable and accrued expenses	955.	2,066.	
	18 Grants payable	120,000.	109,500.	
	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)	120,955.	111,566.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	2,236,061.	2,106,788.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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	2,236,061.	2,106,788.	
	31 Total liabilities and net assets/fund balances	2,357,016.	2,218,354.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,236,061.
2 Enter amount from Part I, line 27a	2	16,647.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,252,708.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	145,920.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,106,788.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,532,498.		1,424,187.	108,311.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			108,311.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		2		108,311.
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))
2013	63,581.	2,226,010.	.028563
2012	92,634.	2,109,883.	.043905
2011	109,760.	1,990,349.	.055146
2010	108,301.	2,157,570.	.050196
2009			
2 Total of line 1, column (d)			2 .177810
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 .044453
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 2,188,651.
5 Multiply line 4 by line 3			5 97,292.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,344.
7 Add lines 5 and 6			7 98,636.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 134,619.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,344.
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	1,344.
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	1,344.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	964.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	700.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,664.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	5.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	315.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 315. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.THEMILLFOUNDATION.ORG	13	X	
14	The books are in care of ► DAVID LEEZER Telephone no. ► 815-282-7738 Located at ► PO BOX 16388, LOVES PARK, IL ZIP+4 ► 61132			
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 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 2014 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 2014.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

X

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
SEE STATEMENT 12		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

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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."

[illegible]

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

C

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		
3	All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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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	2,203,033.
b	Average of monthly cash balances	1b	18,948.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,221,981.
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	2,221,981.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,330.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,188,651.
6	Minimum investment return. Enter 5% of line 5	6	109,433.

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	109,433.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,344.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	70.
c	Add lines 2a and 2b	2c	1,414.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	108,019.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	108,019.
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	108,019.

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	134,619.
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	134,619.
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	1,344.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	133,275.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				108,019.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			43,574.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 134,619.				
a Applied to 2013, but not more than line 2a			43,574.	
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 2014 distributable amount				91,045.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				16,974.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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)

- 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

[illegible]

- 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.

- 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(i)(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).)

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:

SEE STATEMENT 13

- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)			**	
a Paid during the year				
BARBARA OLSON CENTER OF HOPE 3206 NORTH CENTRAL AVENUE ROCKFORD, IL 61101	NONE	PC	SEE STATEMENT	10,000.
CHILDREN'S HOME & AID - NORTHERN REGION 910 2ND AVENUE ROCKFORD, IL 61104	NONE	PC	SEE STATEMENT	10,000.
JUNIOR LEAUGE OF ROCKFORD - BIG BROTHERS/BIG SISTERS 4118 PINECREST ROAD ROCKFORD, IL 61107	NONE	PC	SEE STATEMENT	10,000.
LYDIA HOME ASSOCIATION - ROCKFORD 223 SOUTH WINNEBAGO STREET ROCKFORD, IL 61102	NONE	PC	SEE STATEMENT	10,000.
NORTHERN ILLINOIS FOOD BANK 273 DEARBORAN COURT GENEVA, IL 60134	NONE	PC	SEE STATEMENT	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				120,000.
b Approved for future payment				
BOYS AND GIRLS CLUB OF ROCKFORD 1040 NORTH 2ND STREET ROCKFORD, IL 61107	NONE	PC	SEE STATEMENT	12,000.
CHILDREN'S HOME & AID - NORTHERN REGION 910 2ND AVENUE ROCKFORD, IL 61104	NONE	PC	SEE STATEMENT	7,500.
MELD 107 NORTH 3RD STREET ROCKFORD, IL 61107	NONE	PC	SEE STATEMENT	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				109,500.

Part XVII

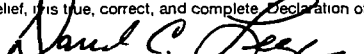
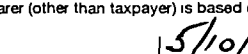
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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. | | |

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		5/10/2016 Date		TREASURER Title	
Paid Preparer Use Only	Print/Type preparer's name MICHELE REAGAN		Preparer's signature 		Check <input type="checkbox"/> if self-employed	
	Firm's name ▶ CLIFTONLARSONALLEN LLP		Date MAY 13 2016		PTIN P00613838	
	Firm's address ▶ 1639 NORTH ALPINE ROAD ROCKFORD, IL 61107				Firm's EIN ▶ 41-0746749	
				Phone no. 815-229-1900		

Form 990-PF (2014)

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

2014

Name of the organization

Employer identification number

THE MILL FOUNDATION**30-0177875**

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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization	Employer identification number
THE MILL FOUNDATION	30-0177875

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	COMMUNITY FOUNDATION OF NORTHERN ILLINOIS 946 NORTH 2ND STREET ROCKFORD, IL 61107	\$ 9,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

30-0177875

(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

THE MILL FOUNDATION**30-0177875**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHWEST COMMUNITY CENTER 1325 N JOHNSON AVE ROCKFORD, IL 61101	NONE	PC	TO PROVIDE SUPPORT TO THEIR NEW AFTER SCHOOL PROGRAM FOR GRADE SCHOOL TO MIDDLE SCHOOL YOUTHS FROM 3PM	15,000.
REMEDIES RENEWING LIVES 516 GREEN STREET ROCKFORD, IL 61102	NONE	PC	TO FUND A PORTION OF A COUNSELOR'S POSITION TO SERVE WALK-IN SURVIVORS WHO WOULD OTHERWISE BE	10,000.
ROCKFORD REACHOUT JAIL MINISTRY 650 W STATE ST ROCKFORD, IL 61102	NONE	PC	TO PROVIDE CASE MANAGEMENT SERVICES TO YOUTH AGES 10-17 WHO ARE AT RISK FOR INVOLVEMENT IN	15,000.
ROCKFORD RESCUE MISSION 715 WEST STATE STREET ROCKFORD, IL 61102	NONE	PC	TO PROVIDE SUPPORT OF THE WOMEN'S CRISIS AND WOMEN'S RECOVERY PROGRAMS OF HOMELESSNESS FOR WOMEN	10,000.
SHELTER CARE MINISTRIES 412 NORTH CHURCH STREET ROCKFORD, IL 61103	NONE	PC	TO PROVIDE SUPPORT AT SHELTER CARE'S MAYA'S HOUSE DAY CARE FAMILY SPECIALIST PROGRAM WHICH PROVIDES	10,000.
WINNEBAGO COUNTY CASA 403 ELM STREET ROCKFORD, IL 61101	NONE	PC	TO PROVIDE FUNDING FOR THE VOLUNTEER PROGRAM FOR ABUSED AND NEGLECTED CHILDREN.	10,000.
Total from continuation sheets				70,000.

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHERN ILLINOIS FOOD BANK 273 DEARBORAN COURT GENEVA, IL 60134	NONE	PC	SEE STATEMENT	10,000.
NORTHWEST COMMUNITY CENTER 1325 N JOHNSON AVE ROCKFORD, IL 61101	NONE	PC	SEE STATEMENT	15,000.
REMEDIES RENEWING LIVES 516 GREEN STREET ROCKFORD, IL 61102	NONE	PC	SEE STATEMENT	5,000.
ROCKFORD REACHOUT JAIL MINISTRY 650 W STATE ST ROCKFORD, IL 61102	NONE	PC	SEE STATEMENT	15,000.
ROCKFORD SEXUAL ASSAULT COUNSELING, INC. 4990 E STATE STREET ROCKFORD, IL 61108	NONE	PC	SEE STATEMENT	10,000.
TEENS 'N TRANSITION - RAMP 202 MARKET STREET ROCKFORD, IL 61107	NONE	PC	SEE STATEMENT	10,000.
WINNEBAGO COUNTY CASA 403 ELM STREET ROCKFORD, IL 61101	NONE	PC	SEE STATEMENT	15,000.
Total from continuation sheets				80,000.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - NORTHWEST COMMUNITY CENTER

TO PROVIDE SUPPORT TO THEIR NEW AFTER SCHOOL PROGRAM FOR GRADE SCHOOL
TO MIDDLE SCHOOL YOUTHS FROM 3PM TO 6PM.

NAME OF RECIPIENT - REMEDIES RENEWING LIVES

TO FUND A PORTION OF A COUNSELOR'S POSITION TO SERVE WALK-IN SURVIVORS
WHO WOULD OTHERWISE BE WAIT-LISTED UNTIL SERVED.

NAME OF RECIPIENT - ROCKFORD REACHOUT JAIL MINISTRY

TO PROVIDE CASE MANAGEMENT SERVICES TO YOUTH AGES 10-17 WHO ARE AT RISK
FOR INVOLVEMENT IN VIOLENCE/GANG ACTIVITY.

NAME OF RECIPIENT - ROCKFORD RESCUE MISSION

TO PROVIDE SUPPORT OF THE WOMEN'S CRISIS AND WOMEN'S RECOVERY PROGRAMS
OF HOMELESSNESS FOR WOMEN AND CHILDREN.

NAME OF RECIPIENT - SHELTER CARE MINISTRIES

TO PROVIDE SUPPORT AT SHELTER CARE'S MAYA'S HOUSE DAY CARE FAMILY
SPECIALIST PROGRAM WHICH PROVIDES SERVICES TO FAMILIES AND CHILDREN WHO
ARE LIVING IN A HOUSING AND FAMILY CRISIS.

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BOYS AND GIRLS CLUB OF ROCKFORD

TO PROVIDE YOUTH WITH OPPORTUNITIES FOR GROWTH THROUGH ACADEMIC
SUCCESS, GOOD CHARACTER AND LEADERSHIP AND HEALTHY LIFESTYLES.

NAME OF RECIPIENT - MELD

GUIDING YOUNG PARENTS TO BUILD A STRONG FAMILY AND LEAD A RESPONSIBLE
LIFE BY PROVIDING SHELTER, EDUCATION AND LIFE SKILLS TRAINING.

NAME OF RECIPIENT - NORTHWEST COMMUNITY CENTER

TO PROVIDE SUPPORT TO THEIR NEW AFTER SCHOOL PROGRAM FOR GRADE SCHOOL
TO MIDDLE SCHOOL YOUTHS FROM 3PM TO 6PM.

NAME OF RECIPIENT - REMEDIES RENEWING LIVES

TO FUND A PORTION OF A COUNSELOR'S POSITION TO SERVE WALK-IN SURVIVORS
WHO WOULD OTHERWISE BE WAIT-LISTED UNTIL SERVED.

NAME OF RECIPIENT - ROCKFORD REACHOUT JAIL MINISTRY

TO PROVIDE CASE MANAGEMENT SERVICES TO YOUTH AGES 10-17 WHO ARE AT RISK
FOR INVOLVEMENT IN VIOLENCE/GANG ACTIVITY.

NAME OF RECIPIENT - ROCKFORD SEXUAL ASSAULT COUNSELING, INC.

TO PROVIDE 24-HOUR CRISIS INTERVENTION, COUNSELING SERVICES AND
ADVOCACY SUPPORT FOR SURVIVORS OF SEXUAL ASSAULT AND SEXUAL ABUSE.

**FORM 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET**

Name(s) THE MILL FOUNDATION					Identifying Number 30-0177875
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
11/15/14	336.	336.			
11/15/14	-964.	-628.			
12/15/14	336.	-292.			
03/15/15	336.	44.	92	.000082192	
06/15/15	336.	380.	153	.000082192	5.
Penalty Due (Sum of Column F).					5.

* Date of estimated tax payment, withholding credit date or installment due date.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ITI STRATEGIES, INC.	54,732.	0.	54,732.	54,732.	
TO PART I, LINE 4	54,732.	0.	54,732.	54,732.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ICON EQUIPMENT & CORPORATE INFRASTRUCTURE FUND FOURTEEN, LP	0.	297.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	297.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,013.	503.		1,510.
TO FM 990-PF, PG 1, LN 16A	2,013.	503.		1,510.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,615.	3,808.		3,807.
TO FORM 990-PF, PG 1, LN 16B	7,615.	3,808.		3,807.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER VARIOUS PROFESSIONAL FEES	5,952.	0.		5,952.	
INVESTMENT FEES	24,669.	24,669.		0.	
TO FORM 990-PF, PG 1, LN 16C	30,621.	24,669.		5,952.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	3,797.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	3,797.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	974.	0.		974.	
OTHER	2,241.	0.		2,241.	
TO FORM 990-PF, PG 1, LN 23	3,215.	0.		3,215.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
ITI STRATEGIES, INC			1,252,539.	1,252,539.
TOTAL TO FORM 990-PF, PART II, LINE 10B			1,252,539.	1,252,539.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ITI STRATEGIES, INC	635,762.	635,762.
TOTAL TO FORM 990-PF, PART II, LINE 10C	635,762.	635,762.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ITI STRATEGIES, INC	159,200.	159,200.
TOTAL TO FORM 990-PF, PART II, LINE 12	159,200.	159,200.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ITI STRATEGIES, INC	FMV	70,106.	70,106.
TOTAL TO FORM 990-PF, PART II, LINE 13		70,106.	70,106.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CYRS, DAVID PO BOX 319 ROCKTON, IL 61072	CHAIRMAN 0.50	0.	0.	0.
BAUDHUIN, THOMAS PO BOX 319 ROCKTON, IL 61072	VICE CHAIRMAN 0.50	0.	0.	0.
LEEZER, DAVID PO BOX 319 ROCKTON, IL 61072	TREASURER 0.50	0.	0.	0.
ROSE, THOMAS PO BOX 319 ROCKTON, IL 61072	SECRETARY 0.50	0.	0.	0.
DIAZ, LORI PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
ECKLUND, CARL PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
FRANCHINI, GREGG PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
FURST, DARLENE PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
LAMONICA, KATHY PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
MARSHALL-KNUTSON, CHERYL PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
MUEHLFELDER, FRED PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.

THE MILL FOUNDATION

30-0177875

WHAM, MARY ANN
PO BOX 319
ROCKTON, IL 61072

DIRECTOR
0.50

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDDAVID CYRS
P.O. BOX 319
ROCKTON, IL 61072TELEPHONE NUMBER

815-282-7738

NAME OF GRANT PROGRAM

THE MILL FOUNDATION TO BENEFIT OUR COMMUNITY YOUTH

FORM AND CONTENT OF APPLICATIONS

GRANT APPLICATION FORM AVAILABLE ON THE ORGANIZATION'S WEBSITE.

ANY SUBMISSION DEADLINES

JANUARY 2ND AND JULY 1ST OF EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDSGRANTS MUST BE COMPATIBLE WITH THE MISSION STATEMENT OF THE ORGANIZATION,
THE APPLICANTS MUST BE 501(C)(3) ORGANIZATIONS. THE APPLICANTS MUST PROVIDE
SERVICES IN THE GREATER ROCKFORD AREA, AND THEY MUST BE ABLE TO PROVIDE A
REPORT ON MEASURABLE OUTCOMES.

Report Package 3

Mill Foundation
9900 N Alpine Road
Machesney Pk, IL 61115
Tax Period End 6/30/2015
Form 990-PF
EIN 30-0177875
STATEMENT 8, 9, 10, 11

Combined Account Portfolio
Period 07/01/2014-06/30/2015
Created: 11/11/2015

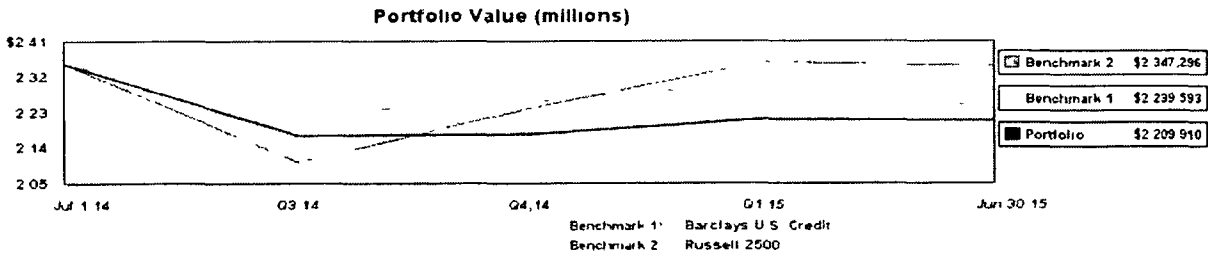
Portfolio Snapshot

As of 06/30/2015		Since Start Date(\$)	Last Year(\$)	YTD(\$)	Last Qtr(\$)	Selected Period(\$)
Portfolio Value		07/13/2010	2014	06/30/15	Q1,2015	07/01/14 - 06/30/15
\$2,209,910.45		Beginning Value	0.00	2,245,003.45	2,174,853.03	2,354,224.54
		Net Contributions	1,587,103.82	-135,356.66	258.12	-135,382.72
Gain/Loss		Change in Value	622,806.63	65,206.24	38,741.20	-8,931.37
Realized	Unrealized	Ending Value	2,209,910.45	2,174,853.03	2,213,852.35	2,209,910.45
\$56,435.20	\$197,843.73	Investment Return	6.20%	2.98%	1.61%	-0.40%

Performance By Account

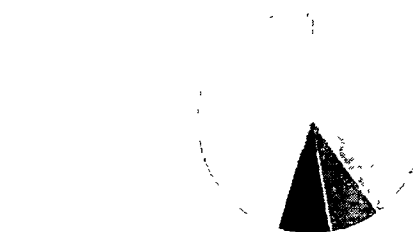
Start Date	Value(\$)	Allocation(%)	Since Start Date(%)	Last Year(%)	YTD(%)	Last Qtr(%)	Selected Period(%)
	06/30/15	06/30/15		2014	06/30/15	Q1,2015	07/01/14 - 06/30/15
07/30/2010	1,258,436.41	57.0	9.40	3.52	1.54	1.63	-0.52
12/23/2014	315,162.79	14.3	5.84	0.00*	5.83	6.03	5.84*
07/30/2010	216,809.33	9.8	3.62	1.77	-0.49	0.60	-3.64
07/13/2010	199,720.83	9.0	2.10	9.91	1.56	0.24	7.17
03/28/2011	121,195.65	5.5	1.85	-0.63	0.88	1.82	-4.17
12/05/2011	98,585.44	4.5	1.89	-1.17	0.81	1.76	-3.80
07/30/2010	0.00	0.0	1.18*	0.86	N/A	N/A	-2.93*
07/29/2010	0.00	0.0	-5.07*	N/A	N/A	N/A	N/A

Portfolio and Benchmark Selected Period 07/01/2014-06/30/2015



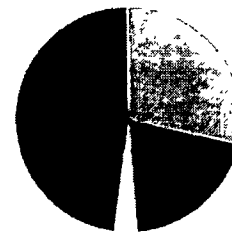
Asset Allocation As of: 06/30/15 100% = \$2,209,910

Investment Objective



Investment Objective	Amount(\$)	Alloc(%)
HIGH YIELD BOND	179,491.81	8.1
MID-CAP BLEND	285,436.74	12.9
MID-CAP GROWTH	213,130.65	9.6
MID-CAP VALUE	208,342.78	9.4
REAL ESTATE	159,200.00	7.2
WORLD BOND	171,278.48	7.8
OTHER	993,029.99	44.9

Asset Type



Asset Type	Amount(\$)	Alloc(%)
BONDS	635,761.89	28.8
CASH	92,303.45	4.2
NON-US STOCKS	351,196.96	15.9
OTHER	70,105.95	3.2
US STOCKS	1,060,542.21	48.0

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Holdings by Investor

Mill Foundation

Acct Name: THE MILL FOUNDATION		9900 N ALPINE RD MACHESNEY PK		IL 61115
Acct No			Acct Type: Corporation	
Asset Name	Ticker	Quantity	Price (\$)	Value (\$)
AQR FDS CORE EQTY R6	QCERX	9,073.61	14.07	127,665.65
AQR FDS EMERGING EQ R6	QECRX	1,070.35	10.07	10,778.30
AQR FDS INTL EQTY R6	QICRX	5,399.14	11.28	60,902.24
DFA 5-YRGLOBALFXDINC I	DFGBX	6,803.40	10.97	74,633.32
DFA EMGMKTCOREEQ I	DFCEX	4,098.92	19.29	79,068.19
DFA GLB REAL ESTATE SECURITIES PORT	DFGEX	7,728.20	10.05	77,668.43
DFA INTERNATIONAL VECTOR EQUITY FUND	DFVQX	5,607.03	11.38	63,807.97
DFA INTCOREEQ I	DFIEX	5,650.88	12.32	69,616.76
DFA INVT DIMENSIONS GROUP IN US VECTR EQTY	DFVEX	12,248.26	17.01	208,342.78
DFA US-COREEQ2 I	DFQTX	16,053.66	17.78	285,436.74
PRIME FUND - DAILY MONEY CLASS	FDAXX	19,636.38	1.00	19,636.38
VANGUARD TOTAL BOND MARKET INDEX FUND ADMIRAL SHAR	VBTLX	7,857.70	10.72	84,234.49
VANGUARD TOTAL INTERNATIONAL BOND INDEX FUND ADMIRAL SHARES	VTABX	4,624.18	20.90	96,645.16
Account Total				\$1,258,436.41

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Acct Name:THE MILL FOUNDATION		9900 N ALPINE RD MACHESNEY PK		IL 61115	
Acct No		Acct Type:Corporation			
Asset Name	Ticker	Quantity	Price (\$)	Value (\$)	
ISHARES EM HGHYL BD ETF	EMHY	147.00	47.99	7,054.53	
ISHARES TR FLTG RATE BD ETF	FLOT	177.00	50.64	8,963.28	
ISHARES TR JP MOR EM MK ETF	EMB	64.00	109.92	7,034.88	
ISHARES TR MBS ETF	MBB	140.00	108.62	15,206.80	
MARKET VECTORS ETF TR EMKT HIYLD BD	HYEM	632.00	24.10	15,231.20	
PIMCO ETF TR 0-5 HIGH YIELD	HYS	150.00	99.87	14,980.50	
PRIME FUND - DAILY MONEY CLASS	FDAXX	4,482.56	1.00	4,482.56	
SELECT SECTOR SPDR TR SBI INT-ENERGY	XLE	281.00	75.16	21,119.96	
SELECT SECTOR SPDR TR SBI INT-UTILS	XLU	511.00	41.46	21,186.06	
SELECT SECTOR SPDR TR TECHNOLOGY	XLK	508.00	41.40	21,031.20	
SPDR SER TR SHT TRM HGH YLD	SJNK	1,013.00	28.91	29,285.83	
VANGUARD BD INDEX FD INC SHORT TRM BOND	BSV	95.00	80.19	7,618.05	
VANGUARD BD INDEX FD INC TOTAL BND MRKT	BND	268.00	81.26	21,777.68	
VANGUARD INTERMEDIATE-TERM CORP BOND	VCIT	256.00	85.30	21,836.80	
Account Total				\$216,809.33	

Acct Name:THE MILL FOUNDATION		9900 N ALPINE RD MACHESNEY PK		IL 61115	
Acct No		Acct Type:Corporation			
Asset Name	Ticker	Quantity	Price (\$)	Value (\$)	
ISHARES TR IBOXX HI YD ETF	HYG	681.00	88.80	60,472.80	
PRIME FUND - DAILY MONEY CLASS	FDAXX	4,136.11	1.00	4,136.11	
SPDR SER TR SHT TRM HGH YLD	SJNK	313.00	28.91	9,048.83	
SPDR SERIES TRUST BRC HGH YLD BD	JNK	1,237.00	38.43	47,537.91	
Account Total				\$121,195.65	

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Acct Name:THE MILL FOUNDATION		9900 N ALPINE RD MACHESNEY PK		IL 61115	
Acct No		Acct Type:Corporation			
Asset Name	Ticker	Quantity	Price (\$)	Value (\$)	
ISHARES EM HGHYL BD ETF	EMHY	70.00	47.99	3,359.30	
ISHARES MSCI HONG KG ETF	EWI	267.00	22.56	6,023.52	
ISHARES MSCI MALAYSI ETF	EWM	192.00	12.11	2,325.12	
ISHARES MSCI SINGAP ETF	EWS	219.00	12.57	2,752.83	
ISHARES MSCI SPAN CP ETF	EWP	177.00	33.55	5,938.35	
ISHARES MSCI STH KOR ETF	EWY	94.00	55.11	5,180.34	
ISHARES MSCI SZ CAP ETF	EWL	144.00	32.75	4,716.00	
ISHARES MSCI TAIWAN ETF	EWT	300.00	15.78	4,734.00	
ISHARES TR FLTG RATE BD ETF	FLOT	69.00	50.64	3,494.16	
ISHARES TR JP MOR EM MK ETF	EMB	30.00	109.92	3,297.60	
ISHARES TR MBS ETF	MBB	54.00	108.62	5,865.48	
MARKET VECTORS ETF TR EMKT HIYLD BD	HYEM	247.00	24.10	5,952.70	
MARKET VECTORS ETF TR RUSSIA ETF	RSX	180.00	18.28	3,290.40	
PIMCO ETF TR 0-5 HIGH YIELD	HYS	58.00	99.87	5,792.46	
PRIME FUND - DAILY MONEY CLASS	FDAXX	1,634.63	1.00	1,634.63	
SPDR SER TR SHT TRM HGHYLD	SJNK	428.00	28.91	12,373.48	
VANGUARD BD INDEX FD INC SHORT TRM BOND	BSV	43.00	80.19	3,448.17	
VANGUARD BD INDEX FD INC TOTAL BND MRKT	BND	110.00	81.26	8,938.60	
VANGUARD INTERMEDIATE-TERM CORP BOND	VCIT	111.00	85.30	9,468.30	
Account Total				\$98,585.44	

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Acct Name:THE MILL FOUNDATION		9900 N ALPINE RD MACHESNEY PK		IL 61115	
Acct No		Acct Type:Corporation			
Asset Name	Ticker	Quantity	Price (\$)	Value (\$)	
FS INVESTMENT CORPORATION III		5,025.13	9 95	50,000.00	
GRIFFIN-AMERICAN HEALTHCARE REIT III		5,400.00	10 00	54,000 00	
ICON EQUIP&CORP INFRAS FD LP UNIT LTD PARTN		50 00	621 38	31,069 00	
INDUSTRIAL INCOME TR INC COM		5,000.00	11 04	55,200 00	
PRIME FUND - DAILY MONEY CLASS	FDAXX	9,451 83	1 00	9,451 83	
Account Total				\$199,720 83	
Acct Name:THE MILL FOUNDATION		9900 N APLINE RD MACHESNEY PK		IL 61115	
Acct No		Acct Type:Corporation			
Asset Name	Ticker	Quantity	Price (\$)	Value (\$)	
FIRST TR EXCHANGE TRADED FD DORSEY WRT 5 ETF	FV	8,717 00	24 45	213,130 65	
MFS GLOBAL ALTERNATIVE STRATEGY FUND CLASS A	DVRAX	9,218 34	10 72	98,820 64	
PRIME FUND - DAILY MONEY CLASS	FDAXX	3,211.50	1 00	3,211 50	
Account Total				\$315,162 79	
Investor Total				\$2,209,910.45	

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Portfolio Summary

	Value(\$)
Beginning Value	2,354,224.54
Net Contribution	-135,382.72
Change in Value	-8,931.37
Ending Value	2,209,910.45
Investment Return	-0.40 %
