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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2008

Department of the Treasury
Internal Revenue Service

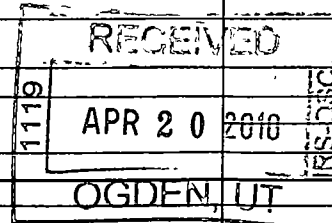
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning Jun 1, 2008, and ending May 31, 2009

G Check all that apply. ☒ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Richard G. Miller Memorial Foundation		A Employer identification number 54-0852892
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (915) 532-2000
	City or town El Paso	State ZIP code TX 79950-1977	C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 5,055,754.		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(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 (att sch)	104,678.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1,888.	1,888.		
	4 Dividends and interest from securities	232,184.	232,184.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-1,429,245.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	6,064,547.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE EXPENSES	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-1,090,495.	234,072.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	225,319.		225,319.	
	b Accounting fees (attach sch) L-16b Stmt	6,611.		6,611.	
	c Other prof fees (attach sch) L-16c Stmt	99,195.	49,198.	49,997.	
17 Interest					
18 Taxes (attach schedule) See Line 18 Stmt	11,687.		11,687.		
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings	3,646.	0.	3,646.	0.	
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	346,458.	49,198.	297,260.	0.	
25 Contributions, gifts, grants paid	85,495.			85,495.	
26 Total expenses and disbursements. Add lines 24 and 25	431,953.	49,198.	297,260.	85,495.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,522,448.				
b Net investment income (if negative, enter -0-)		184,874.			
c Adjusted net income (if negative, enter -0-)			0.		



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash — non-interest-bearing		-5,341.	1,204,614.	1,204,614.
	2	Savings and temporary cash investments			88,902.	88,902.
	3	Accounts receivable	0.			
		Less allowance for doubtful accounts		144.	0.	0.
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt		8,584,937.	5,610,662.	3,762,238.
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions Also, see page 1, item I)		8,579,740.	6,904,178.	5,055,754.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses		40,038.	114,029.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		40,038.	114,029.	
N E T A S S E T S O F F U N D S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒					
	24	Unrestricted		8,256,661.	6,560,225.	
	25	Temporarily restricted		283,041.	229,924.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)		8,539,702.	6,790,149.	
	31	Total liabilities and net assets/fund balances (see the instructions)		8,579,740.	6,904,178.	

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	8,539,702.
2	Enter amount from Part I, line 27a	2	-1,522,448.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	7,017,254.
5	Decreases not included in line 2 (itemize) <u>Net Asset Valuation Adjustment</u>	5	227,105.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,790,149.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly Traded Securities-Short Term (See attached)		P	various	various
b Publicly Traded Securities-Long Term (See attached)		P	various	various
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 5,419,173.	0.	6,964,268.	-1,545,095.
b 645,374.	0.	529,524.	115,850.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-1,545,095.
b 0.	0.	0.	115,850.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-1,429,245.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8		3	

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 (column (b) divided by column (c))
2007			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling letter _____ (attach copy of ruling 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	3,697.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,697.
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	3,697.
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	3,697.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0.
11 Enter the amount of line 10 to be credited to 2009 estimated tax. Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) VA - Virginia		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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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)(3)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Lange & Associates, PC</u> Telephone no <u>(817) 335-3800</u> Located at <u>6300 Ridglea Pl, Ste 500 Fort Worth TX</u> ZIP + 4 <u>76116</u>			
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 <u>15</u>			

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
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	
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 2008?	1 c	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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 2008 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 2008)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2008?	4 b	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

If you answered 'Yes' to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
McGuire Woods PO Box 1288 Charlottesville VA 22902	Legal	209,067.
Total number of others receiving over \$50,000 for professional services		None

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 <u>Granting of scholarships and grants given for educational or charitable purposes including scholarships to students in order to promote leadership.</u>	83,995.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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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	4,647,006.
b Average of monthly cash balances	1b	1,204,305.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	5,851,311.
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	5,851,311.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	87,770.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,763,541.
6 Minimum investment return. Enter 5% of line 5	6	288,177.

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	
2a Tax on investment income for 2008 from Part VI, line 5	2a	
b Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

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	85,495.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	85,495.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	85,495.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>85,495.</u>				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus	85,495.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	85,495.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	85,495.			
10 Analysis of line 9:				
a Excess from 2004	0.			
b Excess from 2005	0.			
c Excess from 2006	0.			
d Excess from 2007	0.			
e Excess from 2008	85,495.			

4942(1)(5)

(4) Gross investment income

[illegible]

Scholarship, Qualities of leadership

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
University of Texas El Paso 500 W. University Drive El Paso TX 79968	None	Univ	Education	55,000.
University of Illinois 901 W. Illinois St. Urbana IL 61801	None	Univ	Education	9,000.
Rescue Mission of El Paso 1949 West Paisano Dr. El Paso TX 79922	None	501c3	Support	6,000.
Amarillo Area Foundation 801 S. Fillmore, Ste 700 Amarillo TX 79101	None	501c3	Education	500.
Total				70,500.
<i>b Approved for future payment</i>				
Oregon State University 850 SW 35th Street Corvallis OR 97333	None	Univ	Education	4,995.
Pennsylvania State University 112 Shields Building University Park PA 16802	None	Univ	Education	5,000.
University of Texas Box 7758, University Station Austin TX 78712	None	Univ	Education	5,000.
Total				14,995.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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			14	1,888.	
4	Dividends and interest from securities			14	232,184.	
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	-1,429,245.	
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)				-1,195,173.	
13	Total. Add line 12, columns (b), (d), and (e)				-1,195,173.	

*(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2008

Name

Employer Identification Number

Richard G. Miller Memorial Foundation

54-0852892

Asset Information:

Description of Property.		Publicly Traded Securities	
Date Acquired.	<u>various</u>	How Acquired .	<u>Purchased</u>
Date Sold	<u>various</u>	Name of Buyer	<u>Market</u>
Sales Price:	<u>6,064,547.</u>	Cost or other basis (do not reduce by depreciation)	<u>7,493,792.</u>
Sales Expense:	<u>0.</u>	Valuation Method	<u>Fair Market Value</u>
Total Gain (Loss)	<u>-1,429,245.</u>	Accumulation Depreciation	
Description of Property			
Date Acquired.		How Acquired.	
Date Sold		Name of Buyer	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense.		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation:	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer:	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property			
Date Acquired		How Acquired	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method:	
Total Gain (Loss)		Accumulation Depreciation.	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation	
Description of Property			
Date Acquired:		How Acquired	
Date Sold.		Name of Buyer:	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property.			
Date Acquired		How Acquired .	
Date Sold		Name of Buyer	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation	
Description of Property.			
Date Acquired		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price.		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Awards & Medallions	5,683.		5,683.	
Bank Service Charges	74.		74.	
Contract Labor	5,750.		5,750.	
Office Expenses	145.		145.	
Taxes, Licenses & Fees	35.		35.	

Total 11,687. 11,687.

Form 990-PF, Page 1, Part I, Line 16a

L-16a Stmt

Line 16a - Legal Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
McGuire Woods	Legal	209,067.		209,067.	
Mounce, Green	Legal	16,252.		16,252.	

Total 225,319. 225,319.

Form 990-PF, Page 1, Part I, Line 16b

L-16b Stmt

Line 16b - Accounting Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
Lange & Associates,	Tax & Accounting	6,611.		6,611.	

Total 6,611. 6,611.

Form 990-PF, Page 1, Part I, Line 16c

L-16c Stmt

Line 16c - Other Professional Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
Ted Lange	Management	49,997.		49,997.	
Ruben E. Guerra Comp	Investment	49,198.	49,198.		

Total 99,195. 49,198. 49,997.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
AMEX SPDR Health Care Select Index 4100 shs	99,231.	105,903.
AMEX SPDR Utilities Select Index 3888 shs	100,071.	104,082.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Diamonds Trust Series I Com 2670 shs	249,820.	227,991.
Ishares Barclays Tips Bond Fund 3000 shs	309,811.	305,430.
Ishares Barclays Tips 1-3Yr Trs BD 9000 shs	711,352.	734,300.
Nuveen Float Rate Income Fund 10000 shs	128,750.	72,800.
Nuveen Pfd & Conv Inc Fd2 20000 shs	258,902.	109,200.
Nuveen Quality Pfd Income II Cl End Fund 10000 shs	135,620.	57,400.
Nuveen Tax Adv Float Rte Fd Cl End 17647 shs	224,935.	47,823.
Proshares Ultra Russell 2000 12620 shs	249,968.	235,994.
Proshares Ultra S&P 500 9731 shs	249,993.	256,898.
CGM Tr Focus Fund 10324 Shs	597,253.	268,849.
Keeley A Small Cap Value Fd 20508 shs	630,000.	335,303.
Munder A Small Cap Value Fd 15440 shs	332,916.	202,724.
Virtus Funds Real Estate Sec Cl A 44064 shs	1,332,040.	697,541.
Total	<u>5,610,662.</u>	<u>3,762,238.</u>

SHARES	SECURITY	PURCHASE		SALES		Short	Long
		DATE	COST	DATE	PROCEEDS		
22232 103	American Century Real Estate	various	499,869 89	10/24/2008	259,670 97	(240,198 92)	
115 74	American Century Real Estate	various	2,602 32	10/24/2008	1,351 84	(1,250 48)	
10428 919	A Global Resources	various	650,555 98	7/3/2008	826,804 70	176,248 72	
7 758	Columbia Energy & Natural Resources	various	192 07	6/4/2008	235 53	43 46	
9 048	Columbia Energy & Natural Resources	various	224 00	6/4/2008	274 70	50 70	
3624 502	Columbia Energy & Natural Resources	various	89,732 77	6/4/2008	110,039 88	20,307 11	
885 75	Columbia Energy & Natural Resources	various	21 928 75	6/4/2008	26,891 37	4,962 62	
2944 651	Columbia Energy & Natural Resources	various	72,901 51	6/4/2008	89 399 60	16,498 09	
20567 668	Columbia Energy & Natural Resources	various	509,199 27	6/4/2008	624,434 40		115,235 13
16938 713	Davis A Financial	various	521,979 27	2/20/2009	270,850 02	(251,129 25)	
151 5	Davis A Financial	various	4,668 59	2/20/2009	2,422 48	(2,246 11)	
0 782	Davis A Financial	various	24 10	2/20/2009	12 50	(11 60)	
1925 52	Davis A Financial	various	59,336 36	2/20/2009	30,789 06	(28,547 30)	
22030 779	DWS A Flag Investors Communications	various	413,517 72	10/6/2008	256,438 27	(157,079 45)	
7872 109	DWS S Latin America	various	636,544 44	7/8/2008	554 747 52	(81,796 92)	
50 109	DWS S Latin America	various	4,051 85	7/8/2008	3,531 18	(520 67)	
202 438	DWS S Latin America	various	16,369 28	7/8/2008	14,265 81	(2,103 47)	
1087 556	DWS S Latin America	various	87,940 57	7/8/2008	76,640 07	(11 300 50)	
11089 932	Fidelity Adv A Latin America	various	640,000 00	8/15/2008	551,724 12	(88,275 88)	
0 185	iShares Barclays 1-3 Yr Treasury Bond	various	15 04	5/28/2009	-		(15 04)
249 815	iShares Barclays 1-3 Yr Treasury Bond	various	20,309 31	5/28/2009	20 939 49		630 18
26939 655	John Hancock A Regional Bank	various	471,713 07	2/20/2009	224,946 12	(246,766 95)	
124 593	John Hancock A Regional Bank	various	2,181 62	2/20/2009	1,040 35	(1,141 27)	
199 782	John Hancock A Regional Bank	various	3,498 18	2/20/2009	1 668 18	(1,830 00)	
5182 848	John Hancock A Regional Bank	various	90,751 61	2/20/2009	43,276 78	(47,474 83)	
12728 535	Matthews China	various	549,833 87	6/12/2008	399,676 00	(150,157 87)	
32 362	Matthews China	various	1,397 94	6/12/2008	1,016 17	(381 77)	
408 457	Matthews China	various	17,644 10	6/12/2008	12,825 55	(4,818 55)	
24988 12	MFS A Utilities	various	476,782 18	7/24/2008	427,546 73	(49,235 45)	
44 713	MFS A Utilities	various	853 14	7/24/2008	765 04	(88 10)	
46 579	MFS A Utilities	various	888 74	7/24/2008	796 97	(91 77)	
31645 929	North Track A PSE Tech 100 Index	various	851,275 49	10/16/2008	576 588 83	(274,686 66)	
60408 922	Oppenheimer A Commodity Strat Total Return	various	650,000 00	8/14/2008	514,684 02	(135,315 98)	
0 168	Proshares TR Ultra Short 500	various	14 29	11/6/2008	-	(14 29)	
1469 832	Proshares TR Ultra Short 500	various	124,994 48	11/6/2008	138,253 21	13,258 73	
	Totals		\$ 7,493,791.80		\$ 6,064,547.46	\$ (1,545,094 61)	\$ 115,850 27
	Grand Total						\$ (1,429,244 34)