



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



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

2008

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 JUL 1, 2008, and ending JUN 30, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

EARL B. & LORAIN H. MILLER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

192 MARINA DRIVE

Room/suite

City or town, state, and ZIP code

LONG BEACH, CA 90803

A Employer identification number

95-2500545

B Telephone number

(562) 493-4711

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, col. (c), line 16)

\$ 35,801,023. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received				N/A
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments		15,125.	15,125.	STATEMENT 1
4 Dividends and interest from securities		1,616,217.	1,616,217.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10		3,068,327.		
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)			3,068,327.	
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		<2,097,891.>	358,193.	STATEMENT 3
12 Total Add lines 1 through 11		2,601,778.	5,057,862.	
13 Compensation of officers, directors, trustees, etc		97,750.	6,109.	91,641.
14 Other employee salaries and wages		46,035.	2,877.	43,158.
15 Pension plans, employee benefits				
16a Legal fees STMT 4		194,315.	188,515.	5,800.
b Accounting fees STMT 5		60,192.	34,146.	26,046.
c Other professional fees STMT 6		132,200.	132,200.	0.
17 Interest				
18 Taxes STMT 7		38,309.	1,584.	14,725.
19 Depreciation and depletion		3,344.	0.	
20 Occupancy		22,200.	1,388.	20,812.
21 Travel, conferences, and meetings				
22 Printing and publications		3,988.	249.	3,739.
23 Other expenses STMT 8		18,483.	647.	17,836.
24 Total operating and administrative expenses Add lines 13 through 23		616,816.	367,715.	223,757.
25 Contributions, gifts, grants paid		2,456,650.		2,456,650.
26 Total expenses and disbursements. Add lines 24 and 25		3,073,466.	367,715.	2,680,407.
27 Subtract line 26 from line 12		<471,688.>		
a Excess of revenue over expenses and disbursements			4,690,147.	
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				N/A

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2008)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		2,713,822.	871,281.	871,281.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 9	36,163,120.	37,847,183.	34,880,942.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 10	896,486.	586,621.	42,283.	
	14	Land, buildings, and equipment basis ▶ 30,807.				
		Less: accumulated depreciation STMT 11 ▶ 24,290.	9,862.	6,517.	6,517.	
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	39,783,290.	39,311,602.	35,801,023.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	39,783,290.	39,311,602.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.			
30	Total net assets or fund balances	39,783,290.	39,311,602.			
31	Total liabilities and net assets/fund balances	39,783,290.	39,311,602.			

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	39,783,290.
2	Enter amount from Part I, line 27a	2	<471,688.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	39,311,602.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,311,602.

Form 990-PF (2008)

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 10,575,548.		7,507,221.	3,068,327.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			3,068,327.

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	3,068,327.
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 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))
2007	2,699,109.	41,962,593.	.064322
2006	2,630,343.	42,602,669.	.061741
2005	1,895,962.	40,349,865.	.046988
2004	2,232,836.	37,629,528.	.059337
2003	1,638,498.	35,807,716.	.045758

2 Total of line 1, column (d)	2	.278146
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	.055629
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	33,425,696.
5 Multiply line 4 by line 3	5	1,859,438.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46,901.
7 Add lines 5 and 6	7	1,906,339.
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	2,680,407.

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 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	46,901.
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	46,901.
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	46,901.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	49,714.
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	49,714.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,813.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> 2,813. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input 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 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?		
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 type="checkbox"/> CA		
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 2008 or the taxable year beginning in 2008 (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

N/A

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 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 ► EANDLMILLERFDN.COM	13	X	
14	The books are in care of ► WALTER M. FLORIE, JR. Telephone no ► (562) 493-4711 Located at ► 192 MARINA DRIVE, LONG BEACH, CA ZIP+4 ► 90803			
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

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)		3b X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b X

Form 990-PF (2008)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

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		97,750.	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

Form 990-PF (2008)

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2008)

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	32,180,692.
b	Average of monthly cash balances	1b	1,672,634.
c	Fair market value of all other assets	1c	81,391.
d	Total (add lines 1a, b, and c)	1d	33,934,717.
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	33,934,717.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	509,021.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,425,696.
6	Minimum investment return. Enter 5% of line 5	6	1,671,285.

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	1,671,285.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	46,901.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	46,901.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,624,384.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,624,384.
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	1,624,384.

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	2,680,407.
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	2,680,407.
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	46,901.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,633,506.

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.

Form 990-PF (2008)

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				1,624,384.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007	295,833.			
f Total of lines 3a through e	295,833.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 2,680,407.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	1,351,856.			
d Applied to 2008 distributable amount				1,328,551.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	295,833.			295,833.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,351,856.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a	1,351,856.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	1,351,856.			

** SEE STATEMENT 13

Form 990-PF (2008)

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 2008, 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

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 Subtract line 2d from line 2c
Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2008

(b) 2007

Prior 3 years

(c) 2006

(d) 2005

(e) Total

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 the 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 of the person to whom applications should be addressed

SEE STATEMENT 14

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				
SEE ATTACHED SCHEDULE				2456650.
Total				▶ 3a 2456650.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income.
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	15,125.		
4 Dividends and interest from securities			14	1,616,217.		
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			01	<2,097,891.>		
8 Gain or (loss) from sales of assets other than inventory			18	3,068,327.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		2,601,778.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,601,778.

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

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

[illegible]

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

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

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

Paid Preparer's Use Only	Signature of officer or trustee <i>Walter M. Jones</i>		Date <i>2/4/10</i>		Title PRESIDENT	
	Preparer's signature <i>Walter M. Jones</i>		Date 2/1/10		Check if self-employed <input type="checkbox"/>	
Firm's name (or yours if self-employed) WINDES & MCCLAUGHRY ACCT. CORP.					Preparer's identifying number	
address and ZIP code P.O. BOX 87 LONG BEACH, CA. 90801-0087					EIN <input type="checkbox"/>	
					Phone no (562) 435-1191	

EARL B. & LORAIN H. MILLER FOUNDATION

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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	SECURITIES - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	MUTUAL FUNDS - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	DISTRIBUTIONS IN EXCESS OF SMLC BASIS	P	06/30/00	04/30/09
d	PASS-THRU GAIN FROM SMLC, LLC	P	06/30/00	04/30/09
e	PASS-THRU GAIN FROM SULLY MILLER, LLC	P	06/30/00	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,183,389.		5,289,793.	<2,106,404.>
b	1,770,029.		1,933,346.	<163,317.>
c	590,512.		284,082.	306,430.
d	2,405,349.			2,405,349.
e	2,442,931.			2,442,931.
f	183,338.			183,338.
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				<2,106,404.>
b				<163,317.>
c				306,430.
d				2,405,349.
e				2,442,931.
f				183,338.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,068,327.
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

2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	11/23/01	DB	5.00	17	3,271.		981.	2,290.	2,422.		0.
2	SOFTWARE -- ESSENTIAL GIFTS	11/22/02	SL	3.00	16	5,003.		1,501.	3,502.	3,501.		0.
3	COMPUTER	10/15/04	SL	5.00	16	2,183.			2,183.	1,638.		437.
4	WALTERS OFFICE FURNITURE	10/15/04	SL	7.00	16	10,774.			10,774.	5,771.		1,539.
5	SPAMS OFFICE FURNITURE	10/15/04	SL	7.00	16	9,575.			9,575.	5,130.		1,368.
	* TOTAL 990-PF PG 1 DEPR					30,806.		2,482.	28,324.	18,462.	0.	3,344.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FARMERS & MERCHANTS BANK	15,125.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15,125.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MUTUAL FUNDS & COMMON STOCKS	1,786,704.	183,338.	1,603,366.
SMLC, LLC	7,647.	0.	7,647.
SULLY-MILLER LAND COMPANY	5,204.	0.	5,204.
TOTAL TO FM 990-PF, PART I, LN 4	1,799,555.	183,338.	1,616,217.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SULLY-MILLER LAND - RENTAL INCOME	<4,079.>	<4,079.>	
SULLY-MILLER LAND - EXEMPT INCOME	1,662.	0.	
SULLY-MILLER LAND - ADJUST TO BOOK	<2,457,746.>	0.	
SMLC, LLC - RENTAL INCOME	140,961.	140,961.	
SMLC, LLC - ADJUST TO BOOK	<77,110.>	<77,110.>	
SMLC, LLC - SECTION 179	<897.>	<897.>	
SMLC, LLC - OTHER DEDUCTIONS	<188.>	<188.>	
SMLC, LLC - UNRECAPTURED SEC 1250 GAIN	73,148.	73,148.	
MISCELLANEOUS LITIGATION INCOME	226,358.	226,358.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,097,891.>	358,193.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	194,315.	188,515.		5,800.	
TO FM 990-PF, PG 1, LN 16A	194,315.	188,515.		5,800.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	60,192.	34,146.		26,046.	
TO FORM 990-PF, PG 1, LN 16B	60,192.	34,146.		26,046.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	98,385.	98,385.		0.	
CUSTODIAN FEES	21,315.	21,315.		0.	
PROPERTY MANAGEMENT	12,500.	12,500.		0.	
TO FORM 990-PF, PG 1, LN 16C	132,200.	132,200.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD ON DIVIDENDS	604.	604.		0.	
PAYROLL TAXES	15,685.	980.		14,705.	
FEDERAL EXCISE TAX	22,000.	0.		0.	
MISCELLANEOUS TAX	20.	0.		20.	
TO FORM 990-PF, PG 1, LN 18	38,309.	1,584.		14,725.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE AND FAX	1,897.	119.		1,778.	
POSTAGE	970.	61.		909.	
OTHER OFFICE EXPENSE	1,171.	73.		1,098.	
DUES AND SUBSCRIPTIONS	1,851.	116.		1,735.	
INSURANCE	4,451.	278.		4,173.	
MEALS	2,489.	0.		2,489.	
MISC CHARITABLE EXPENSES	1,627.	0.		1,627.	
COMPUTER EXPENSE	1,359.	0.		1,359.	
TABLES & EVENTS	1,948.	0.		1,948.	
TRAINING - CLASSES	720.	0.		720.	
TO FORM 990-PF, PG 1, LN 23	18,483.	647.		17,836.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SECURITIES (SEE ATTACHED SCHEDULE)	10,311,467.	9,513,604.		
EUROPACIFIC GROWTH MUTUAL FUND	6,121,356.	5,944,215.		
PIMCO TOTAL RETURN MUTUAL FUND	7,979,263.	7,939,214.		
DFA FUND	2,296,862.	2,066,154.		
PIMCO ALL ASSETS FUND	4,182,759.	3,617,190.		
PIMCO REAL RETURN FUND	3,673,439.	3,336,348.		
TURNER GROWTH FUND	3,282,037.	2,464,217.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,847,183.	34,880,942.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SULLY MILLER LAND CO	COST	586,621.	42,283.	
SMLC, LLC	COST	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 13		586,621.	42,283.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	3,271.	3,403.	<132.>
SOFTWARE - ESSENTIAL GIFTS	5,003.	5,002.	1.
COMPUTER	2,183.	2,075.	108.
WALTERS OFFICE FURNITURE	10,774.	7,310.	3,464.
PAMS OFFICE FURNITURE	9,575.	6,498.	3,077.
TOTAL TO FM 990-PF, PART II, LN 14	30,806.	24,288.	6,518.

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
WALTER M. FLORIE, JR. 192 MARINA DRIVE LONG BEACH, CA 90803	PRESIDENT 24.00	97,750.	0.	0.
WARREN R. SCHULTEN 192 MARINA DRIVE LONG BEACH, CA 90803	VICE PRESIDENT 1.00	0.	0.	0.
JEANNE KARATSU 192 MARINA DRIVE LONG BEACH, CA 90803	TREASURER 1.00	0.	0.	0.
RON R. ARIAS 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0.	0.
WILLIAM H. MARMION, PH.D. 192 MARINA DRIVE LONG BEACH, CA 90803	SECTRETARY 1.00	0.	0.	0.
DR. NANCY KIMBER 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0.	0.
WILLIAM R. MIZER 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		97,750.	0.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

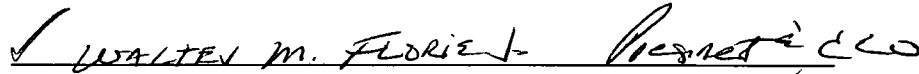
STATEMENT 13

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE EARL B. AND ELAINE H. MILLER FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED:



NAME AND TITLE:


WALTER M. FLORIO President

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WALTER M. FLORIE, JR, 192 MARINA DRIVE, LONG BEACH, CA 90803

TELEPHONE NUMBER

562-493-4711

FORM AND CONTENT OF APPLICATIONS

LETTER OF PROPOSAL, NOT EXCEEDING THREE PAGES, INCLUDING THE FOLLOWING: DESCRIPTION OF ORGANIZATION'S HISTORY, GOALS AND OBJECTIVES, AND CURRENT LONG BEACH PROGRAMS. APPLICANTS MUST ALSO INCLUDE THE AMOUNT OF REQUEST AND THE TOTAL OVERALL COST. APPLICANT'S MUST DESCRIBE HOW THE REQUEST COMPLIMENTS THE MILLER FOUNDATION'S GOALS. FINALLY, APPLICANTS MUST PROVIDE EVIDENCE OF TAX-EXEMPT, NONPROFIT STATUS; MOST RECENT YEAR-END AND INTERIM FINANCIAL STATEMENTS; AND, A COPY OF THE CURRENT STRATEGIC OR BUSINESS PLAN AND BUDGET.

ANY SUBMISSION DEADLINES

BEFORE 6/30 YEAR END

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE QUALIFIED DOMESTIC CHARITY BENEFITTING THE GREATER LONG BEACH AREA. DRIVER MODEL IS HEALTH CARE FOR THE WHOLE CHILD WHICH INCLUDES EDUCATION, FAMILY AND CHILD DEVELOPMENT, MORAL CITIZENSHIP, AND THE ARTS.

2008 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - EARL B. & LORAIN H. MILLER FOUNDATION

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	11/23/01	DB	5.00	17	3,271.		981.	2,290.	2,422.		0.
2	SOFTWARE -- ESSENTIAL GIFTS	11/22/02	SL	3.00	16	5,003.		1,501.	3,502.	3,501.		0.
3	COMPUTER	10/15/04	SL	5.00	16	2,183.			2,183.	1,638.		437.
4	WALTERS OFFICE FURNITURE	10/15/04	SL	7.00	16	10,774.			10,774.	5,771.		1,539.
5	PAMS OFFICE FURNITURE	10/15/04	SL	7.00	16	9,575.			9,575.	5,130.		1,368.
	* TOTAL 990-PF PG 1 DEPR					30,806.		2,482.	28,324.	18,462.	0.	3,344.

Miller Foundation
Investments Corporate Stock
6/30/2009

FEIN 95-2500545
FORM 990-PF PART II
Statement 10

ISSUER	NO. OF SHARES	COST BASIS	FMV BASIS
Acutant Corp	8,200	139,936	100,040
Alleghany Corp	540	139,268 39	146,340
Altra Holdings Inc	6,700	46,793 87	50,183
Annaly MTG Management	21,500	336,231	325,510
Central Garden & Pet Co Class A Non Voting	15,250	90,402	150,213
Chimera Investment Corp	31,600	170,585	110,284
Coinstar, Inc	1,700	40,513	45,390
Crane Co	2,100	67,371 11	46,851
Eagle Materials Inc	2,100	39,575 00	53,004
Exterran Holdings Inc Com	2,700	76,240 89	43,308
Fair Isaac & Co Inc	3,100	68,343 17	47,926
Fisher Communications, Inc	4,150	156,587 93	53,079
Global industries, Inc	8,400	35,663 60	47,544
Idex Corporation	1,850	31,962 59	45,455
Nalco Holdings Co	5,900	89,629 23	99,356
Perkin Elmer	6,400	101,412 51	111,360
Plato Learning	16,600	79,882 35	66,400
Ralcorp Holdings, Inc New	7,100	384,070 02	432,532
Scotts Company Cl A	1,300	23,879 25	45,565
Spartech Corp	14,300	253,508 65	131,417
United Online Inc	12,900	118,791 30	83,979
Washington Post Co	738	269,859 31	259,909
Wendy/Arbys Group Inc	24,400	226,710 11	97,600
TOTAL STOCKS - SMALL CAP		<u><u>\$2,987,217</u></u>	<u><u>\$2,593,243</u></u>

Earl B. Loraine H. Miller Foundation
Investments Corporate Stock
6/30/2009

FEIN 95-2500545
FORM 990-PF PART II
Statement 10

ISSUER	NO. OF SHARES	COST BASIS	FMV BASIS
Accenture LTD	5,300	141,113	177,338
AES Corporation	30,700	359,287	356,427
American Express Company	6,400	104,894	148,736
Baxter International, Inc	3,400	119,372	180,064
Berkshire Hathaway "B"	173	388,252	500,961
Boeing Company	3,000	208,556	127,500
Chesapeake Energy Corp Oklahoma	7,000	197,731	138,810
Cisco Systems	7,900	119,548	147,335
Comcast Corp	22,500	417,302	325,350
Covidien Ltd Shs	9,050	299,750	338,832
Equifax, Inc	9,000	201,250	234,900
First American Financial Corp	2,300	71,619	59,593
General Electric	12,300	409,060	144,156
Haliburton	7,000	179,774	144,900
HSBC Hldg Plc ADR, New	3,675	222,670	153,505
JP Morgan Chase & CO	10,000	316,076	341,100
Kraft Foods Inc	11,900	317,748	301,546
Liberty Media Holding Corp	31,500	155,620	216,810
Mattel, Inc	9,700	162,974	155,685
Pepsico, Inc	2,900	112,088	159,384
Symantec	10,000	187,541	155,800
3 M Co	5,400	388,505	324,540
Total Fina S A Sponsored ADR	2,800	152,083	151,844
Tyco International LTDNew (Formerly Tyco I	8,500	314,296	220,830
Tyco Electronics Lt Shs	11,900	258,088	221,221
Virgin Media Inc	9,000	81,465	84,150
Vulcan Materials co	7,700	398,996 07	331,870
Wal-Mart Stores Inc	5,900	276,198 59	285,796
White Mountains Insurance Group, Inc	2,145	596,702	491,012
Yahoo, Inc	9,600	114,139 58	150,336
Yum Brands, Inc (Formerly Tricon Global Re	4,500	51,550	150,030
TOTAL STOCKS - LARGE CAP		\$7,324,250	\$6,920,361
TOTAL STOCKS		\$10,311,467	\$9,513,604

MILLER FOUNDATION
GAIN (LOSS) ON SALE OF SECURITIES
6/30/2009
FEIN: 95-2500545

ISSUER	NUMBER OF SHARES	DATE SOLD	PROCEEDS	PER TAX	
				BASIS	GAIN (LOSS)
L American International Group Inc	6,500	09/15/08	43,592 98	379,170 31	(335,577 33)
S Annal Mtg Management	2,500	09/08/08	40,701 02	30,305 75	10,395 27
L Baxter International	2,500	07/11/08	163,112 83	76,550 00	86,562 83
S Citadel Broadcasting	8,200 000	07/23/08	21,428 93	84,132 88	(62,703 95)
S Dineequity Inc Com	2,700	09/09/08	59,848 94	104,191 32	(44,342 38)
S Eagle Materials Inc	2,700	09/04/08	81,268 73	59,399 19	21,869 54
L Gentek Inc	2,200	08/04/08	62,519 48	75,985 36	(13,465 88)
S Loyack Corp	4,900	various	29,867 34	87,114 65	(57,247 31)
S Montpelier Re Hld Ltd	5,260	09/11/08	86,990 44	91,049 63	(4,059 19)
S Perkin Elmer	500	07/25/08	14,472 61	11,128 50	3,344 11
L Sealed Air Corp New Com	8,000	09/05/08	188,626 94	154,987 51	33,639 43
S Rosetta Resources Inc	2,600	08/27/08	61,102 79	44,460 00	16,642 79
L Wal-Mart Stores Inc	2,400	07/24/08	136,822 99	109,351 92	27,471 07
Total, 1Q	50,960 00		990,356 02	1,307,827 02	(317,471 00)
S 99 Cents Only Stores	6,200	various	66,234 91	77,670 67	(11,435 76)
S Annaly MTG Management	2,900	various	40,586 49	38,845 15	1,741 34
S Capital Trust Inc CI A New Maryland	4,900	10/31/08	36,137 29	114,712 85	(78,575 56)
S Central Garden & Pet Co Class A Non Voting	5,500	12/23/08	32,223 76	76,138 03	(43,914 27)
S Edge Petroleum	18,500	12/18/08	3,722 17	156,608 78	(152,886 61)
S Fair Isaac & Co Inc	3,200 000	10/22/08	48,395 40	105,359 41	(56,964 01)
L First American Financial Corp	600	12/03/08	15,332 91	21,187 33	(5,854 42)
S Liberty Media Holding Corp	21,400	11/13/08	65,804 62	391,625 36	(325,820 74)
S Ralcorp Holdings, Inc New	1,600	various	110,060 76	60,241 65	49,819 11
S Scotts Company CI A	1,800	10/22/08	40,783 99	51,342 54	(10,558 55)
L Sealed Air Corp	7,000	11/10/08	111,886 67	152,455 00	(40,568 33)
Total, 2Q	73,600 00		571,168 97	1,246,186 77	(675,017 80)
S PHH Corporation	1,600 00	01/05/09	18,320 37	27,766 53	(9,446 16)
S Annaly MTG Management	5,300 00	01/07/09	84,988 25	95,294 00	(10,305 75)
S Central Garden & Pet Co	6,100 00	01/08/09	36,813 29	71,612 98	(34,799 69)
S Cox Radio	5,700 00	01/08/09	36,414 24	81,095 68	(44,681 44)
S Scotts Complany CI A	500 00	01/22/09	16,090 45	14,250 45	1,840 00
S Exterran Holdings Inc	1,800 00	01/26/09	39,178 26	84,729 62	(45,551 36)
L IMS Health	14,000 00	01/28/09	212,519 64	251,131 37	(38,611 73)
L Time Warner Inc	20,000 00	01/30/09	188,992 73	325,702 16	(136,709 43)
L Cigna Corporation	4,000 00	02/17/09	80,318 30	78,191 69	2,126 61
S Lodgenet Entertainment Corp	16,700 00	02/24/09	10,873 30	267,575 01	(256,701 71)
S Conesco Inc	15,700 00	03/02/09	8,556 45	245,955 02	(237,398 57)
S Exterran Holdings Inc	500 00	03/12/09	8,193 70	21,548 02	(13,354 32)
S Eagle Materials	1,200 00	03/19/09	28,498 99	20,892 00	7,606 99
Total, 3Q	93,100		769,757 97	1,585,744 53	(815,986 56)
S Central Garden & Pet Co Class A Non Voting	6,600	04/07/09	54,777 78	64,428 34	(9,650 56)
S Wendy/Arbys Group Inc	2,800	04/13/09	14,041 63	28,903 67	(14,862 04)
S Coinstar Inc	600	04/13/09	18,051 07	11,028 37	7,022 70
S Pepsi Americas Inc	2,700	04/23/09	66,315 42	59,320 35	6,995 07
S Global Industries	8,700	04/27/09	52,131 75	126,843 41	(74,711 66)
S IPCS Inc	3,600	05/07/09	57,583 58	83,765 72	(26,182 14)
S PHH Corporation	1,000	05/13/09	18,568 72	17,354 08	1,214 64
S Crane Co	900	05/14/09	21,332 85	31,628 41	(10,295 56)
S Annaly MTG Management	5,300	05/22/09	78,612 34	75,592 08	3,020 26
S Plato Learning	8,100	06/03/09	24,805 56	61,793 40	(36,987 84)
S PHH Corporation	2,600	06/04/09	41,538 87	31,360 84	10,178 03
S Barzel Industries Inc	37,000	06/05/09	10,115 53	171,718 66	(161,603 13)
S Fisher Communications Inc	800	06/10/09	9,666 71	37,571 04	(27,904 33)
L American Express Company	1,600	06/10/09	41,496 85	40,999 05	497 80
L Liberty Media Holdings Corp	700	06/10/09	10,372 19	10,468 50	(96 31)
L Mattel Inc	1,000	06/10/09	16,644 57	19,400 00	(2,755 43)
L Yahoo Inc	1,500	06/10/09	25,311 84	17,834 31	7,477 53
S Nalco Holdings Inc	1,400	06/10/09	24,261 37	28,094 36	(3,832 99)
L Yum Brands Inc	600	06/10/09	21,608 44	4,743 90	16,864 54
L Conagra Inc	800	06/10/09	15,701 59	16,374 32	(672 73)
L Conagra Inc	8,200	06/16/09	162,049 71	167,836 78	(5,787 07)
S 99 Cents Only Stores	5,300	06/16/09	67,117 23	42,975 03	24,142 20
Total, 4Q	102,000		852,106	1,150,035	(297,929)
Total	319,660		3,183,388 56	5,289,792 94	(2,106,404 38)

**THE EARL B. AND LORAIN H. MILLER FOUNDATION
GRANTS AND CONTRIBUTIONS
FYE 6/30/06**

**THE EARL B AND LORAIN H MILLER FOUNDATION
GRANTS AND CONTRIBUTIONS
FYE 6/30/09**

<u>RECIPIENT NAME & ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Health Care			
ASSISTANCE LEAGUE OF LONG BEACH 6220 E SPRING STREET, PO BOX 15664 LONG BEACH, CA 90815-0664	EXEMPT	ORTHODONTIC SERVICES (ALLB ADOPT A CHILD'S SMILE) BUILDING THE FUTURE - 5 YEAR PLAN	60,000
CALIFORNIA AQUATIC THERAPY AND WELLNESS CENTER 6801 LONG BEACH BLVD LONG BEACH, CA 90805-1133	EXEMPT	NEW LIFEGUARD CHAIR AND GENERAL SUPPORT FOR WATER AQUATIC THERAPY AND SWIM LESSONS	25,000
CHILDREN'S DENTAL FOUNDATION 2801 ATLANTIC AVE P O BOX 1428 LONG BEACH, CA 90801	EXEMPT	PROGRAM SUPPORT AND PURCHASE OF DIGITAL PANOREX RENOVATION/REMODELING CHILDREN'S ORAL HEALTH TASK FORCE - TRUSTEE DIRECTED	190,000
THE CHILDREN'S CLINIC 2801 ATLANTIC AVE , PO BOX 1428 LONG BEACH CA 90801-1428	EXEMPT	HEALTH EDUCATION & PROMOTION AUGMENTATION RENOVATION/REMODELING	400,000
FOR THE CHILD 4565 CALIFORNIA AVENUE LONG BEACH, CA 90807-1507	EXEMPT	PROGRAM SUPPORT - PARENT CHILD INTERACTION THERAPY IN MEMORY OF HARLAN & WARREN ILIFF - TRUSTEE DIRECTED	60,000
THE GUIDANCE CENTER 4335 ATLANTIC AVENUE LONG BEACH CA 90807-2803	EXEMPT	MENTAL HEALTH SERVICES	70,000
HARBOR DENTAL HEALTH COMMUNITY SERVICES, INC 2698 JUNIPERO AVENUE #201 SIGNAL HILL, CA 90755	EXEMPT	SUPPORT OPERATING EXPENSES FOR THE FORUM OF DENTAL DISEASE EPIDEMIC	1,200
ISMRD 2922 DEERFORD STREET LAKEWOOD, CA 90712-3312	EXEMPT	GLYCOPROTEIN STORAGE DISEASE - FOR 12 YR OLD SPENCER GATES - CELL DISEASE	1,000
LONG BEACH ALLIANCE FOR CHILDREN WITH ASTHMA 2651 ELM STREET, SUITE 100 LONG BEACH, CA 90806	EXEMPT	ASTHMA PROGRAMS, SUPPORT OF COMMUNITY HEALTH WORKER	50,000
MEMORIAL MEDICAL CENTER FOUNDATION PO BOX 1428 LONG BEACH CA 90801-1428	EXEMPT	CHILDREN'S HOSPITAL EXPANSION (MULTI-YEAR GRANT) HALLOWEEN PARTY FOR DIABETIC CHILDREN LONG BEACH ALLIANCE FOR CHILDREN WITH ASTHMA	519,000
MILLER FAMILY HEALTH EDUCATION CENTER 3820 CHERRY AVENUE LONG BEACH, CA 90807	EXEMPT	PROGRAM SUPPORT - HEALTH EDUCATION	79,000
NATIONAL FEDERATION OF THE BLIND OF ILLINOIS, INC 6919 W BERWYN CHICAGO, IL 60656	EXEMPT	UNRESTRICTED GRANT	3,000
THE NATIONAL MPS SOCIETY P O BOX 736 BANGOR, ME 04402-0736	EXEMPT	FRIENDS HELPING FRIENDS EVENT	6,000
WESTSIDE NEIGHBORHOOD CLINIC 2125 SANTA FE AVENUE LONG BEACH, CA 90810	EXEMPT	MEDICATIONS FOR LOW-INCOME ASTHMATIC CHILDREN	1,800
Health Care Total			1,466,000

**THE EARL B. AND LORAIN H. MILLER FOUNDATION
GRANTS AND CONTRIBUTIONS
FYE 6/30/06**

<u>RECIPIENT NAME & ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Education			
AQUARIUM OF THE PACIFIC 320 GOLDEN SHORE, SUITE 150 LONG BEACH, CA 90802-4200	EXEMPT	PROGRAM SUPPORT - SCHOLARSHIP FUND PROGRAM SUPPORT - IN MEMORY OF WARREN ILIFF	35,000
BLAST - BETTER LEARNING AFTER SCHOOL TODAY 737 PINE AVENUE, SUITE 201 LONG BEACH, CA 90813	EXEMPT	AFTER SCHOOL EDUCATIONAL PROGRAM	50,000
CAL STATE LONG BEACH 1250 BELLFLOWER BLVD LONG BEACH, CA 90840-4501	EXEMPT	YOUNG SCIENTIST CAMP	2,500
CHILDREN'S MARITIME FOUNDATION 4647 LAKEVIEW AVENUE, SUITE 201 LONG BEACH, CA 90813	EXEMPT	GENERAL PROGRAM SUPPORT - AMERICAN PRIDE - OFFICIAL TALLSHIP OF LONG BEACH	35,000
CHILDREN TODAY 1301 W 12 STREET LONG BEACH, CA 90813	EXEMPT	GENERAL PROGRAM SUPPORT - THE PLAY HOUSE WEST PRESCHOOL FACILITY FOR FAMILIES EXPERIENCING HOMELESSNESS	25,000
EARL B MILLER JAPANESE GARDEN 1250 BELLFLOWER BLVD LONG BEACH, CA 90840-0004	EXEMPT	DIRECTOR OF DEVELOPMENT POSITION	51,500
HOPKINSON SCHOOL 12582 KENSINGTON RD LOS ALAMITOS, CA 90720	EXEMPT	HUSKIES HELPING HUSKIES	2,625
INTERNATIONAL CITY THEATRE ONE WORLD TRADE CENTER, SUITE 300 LONG BEACH, CA 90832-2069	EXEMPT	PROGRAM SUPPORT	50,000
LONG BEACH CITY COLLEGE FOUNDATION 4901 E CARSON STREET, B-12 LONG BEACH, CA 90808	EXEMPT	GATEWAY TO GREATNESS PROGRAM	10,000 00
LONG BEACH JUNIOR CONCERT BAND 545 ROSE AVENUE LONG BEACH, CA 90802	EXEMPT	GENERAL EXPENSES	1,000 00
LONG BEACH PUBLIC LIBRARY FOUNDATION 101 PACIFIC AVE LONG BEACH, CA 90822-1003	EXEMPT	PROGRAM SUPPORT - DICTIONARY SUPPORT	43,600
LONG BEACH SYMPHONY 555 E OCEAN BLVD , SUITE 106 LONG BEACH, CA 90802	EXEMPT	ELEMENTARY ENSEMBLE PROGRAM & FAMILY CONCERT PROGRAM SUPPORT - TRUSTEE DIRECTED - MILLER	5,000
LONG BEACH SYMPHONY 110 W OCEAN BLVD , SUITE 22 LONG BEACH, CA 90802	EXEMPT	ELEMENTARY ENSEMBLE PROGRAM & FAMILY CONCERT MIDDLE SCHOOL ENSEMBLE PROGRAM MILLER CHILDREN'S HOSPITAL PROGRAM PROGRAM SUPPORT BOARD EXPENSE - TRUSTEE DIRECTED	75,000
L B NONPROFIT PARTNERSHIP 3635 ATLANTIC AVE LONG BEACH, CA 90807-1916	EXEMPT	MANAGEMENT ASSISTANCE FOR L B NONPROFIT COMMUNITY	40,000
RANCHO LOS ALAMITOS FOUNDATION 6400 BIXBY HILL ROAD LONG BEACH, CA 90815-4706	EXEMPT	PROGRAM SUPPORT - TEACHERS RESOURCE PACKET (MULTI YEAR GRANT)	50,000

**THE EARL B. AND LORAIN H MILLER FOUNDATION
GRANTS AND CONTRIBUTIONS
FYE 6/30/06**

<u>RECIPIENT NAME & ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
RANCHOS LOS CERRITOS FOUNDATION 4600 VIRGINIA ROAD LONG BEACH, CA 90807-1916	EXEMPT	VISITORS EDUCATION CENTER (MULTI-YEAR GRANT) PROGRAM SUPPORT - TRUSTEE DIRECTED	50,000
THE JOYFUL CHILD FOUNDATION PO BOX 12680 WESTMINSTER, CA 92685	EXEMPT	RAD KIDS TRAINING - TUITION ASSISTANCE PROGRAM	4,375
WESTERLY SCHOOL OF LONG BEACH 2950 EAST 29TH STREET LONG BEACH, CA 90806	EXEMPT	FINANCIAL AID FOR SCHOOL YEAR 2009	5,000
Education - Arts			
ARTS COUNCIL FOR LONG BEACH DBA PUBLIC CORPORATION FOR THE ARTS 110 W OCEAN BLVD , SUITE 20 LONG BEACH, CA 90801	EXEMPT	EYE ON DESIGN - PHASE 3	55,000
LONG BEACH MUSEUM OF ART 2300 EAST OCEAN BLVD LONG BEACH, CA 90803-2442	EXEMPT	B E S T ARTS CONFERENCE	80,000
Education Total			670,600
Moral Citizenship			
LEADERSHIP LONG BEACH 3939 ATLANTIC AVENUE, SUITE 201 LONG BEACH, CA 90807	EXEMPT	LB YOUTH LEADERSHIP PROGRAM	40,000
LONG BEACH DAY NURSERY 1548 CHESTNUT AVE LONG BEACH CA 90813	EXEMPT	STEPPING STONES PROGRAM PROGRAM ASSISTANCE - TRUSTEE DIRECTED	40,000
Moral Citizenship Total			80,000
Family/Child Development			
BOYS & GIRLS CLUBS OF LONG BEACH 3635 LONG BEACH BLVD LONG BEACH CA 90807-4018	EXEMPT	GENERAL OPERATING SUPPORT TECHNOLOGY LABS AND COMPUTERS - TRUSTEE DIRECTED	30,000
BOY SCOUTS OF AMERICA 401 E 37TH STREET, PO BOX 7338 LONG BEACH, CA 90807-0338	EXEMPT	SCOUT REACH PROGRAM	50,000
CAMPFIRE USA 7070 EAST CARSON ST LONG BEACH, CA 90808-2353	EXEMPT	WRAP PROGRAM, COMPUTER STATIONS & PAINTING	40,000
CJ CARRIE D & R HOWARD WALKER FOUNDATION 302 PINE AVENUE LONG BEACH, CA 90802	EXEMPT	IN MEMORY OF NANCY MACMILLAN WALKER	1,500
LONG BEACH CARES 2525 GRAND AVENUE LONG BEACH, CA 90815	EXEMPT	STAND FOR CHILDREN - TRUSTEE DIRECTED	2,500
LONG BEACH COMMUNITY ACTION PARTNERSHIP 780 ATLANTIC AVENUE, 3RD FLOOR LONG BEACH, CA 90813	EXEMPT	LONG BEACH SELF-SUFFICIENCY CALCULATOR PROJECT	10,000
LONG BEACH COMMUNITY FOUNDATION 400 OCEANGATE	EXEMPT	GENERAL PROGRAM SUPPORT	5,000

**THE EARL B. AND LORAIN H. MILLER FOUNDATION
GRANTS AND CONTRIBUTIONS
FYE 6/30/06**

<u>RECIPIENT NAME & ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
LONG BEACH, CA 90802			
NEW HOPE GRIEF SUPPORT COMMUNITY 4195 VIKING WAY, SUITE 240 - PO BOX 8057 LONG BEACH, CA 90808-0057	EXEMPT	SCHOLARSHIPS FOR GRIEF CAMP FOR KIDS PROGRAM SUPPORT - TRUSTEE DIRECTED	15,000
PATHWAYS VOLUNTEER HOSPICE 3300 SOUTH STREET, SUITE 206 LONG BEACH CA 90813	EXEMPT	GENERAL PROGRAM SUPPORT - GRIEF COUNSELING	30,000
UNITED CAMBODIAN COMMUNITY 2201 E ANAHEIM LONG BEACH CA 90804	EXEMPT	COMMEMORATION DAY AND CAMBODIAN NEW YEAR OBSERVANCE	1,000
YMCA OF GREATER LONG BEACH 525 E 7TH STREET LONG BEACH CA 90813	EXEMPT	S A F E & RENAISSANCE PROGRAM PROGRAM SUPPORT - TRUSTEE DIRECTED	51,500
COUNCIL ON FOUNDATIONS 1828 L STREET, NW, SUITE 300 WASHINGTON, DC 20036	EXEMPT	ANNUAL DUES IN EXCESS OF \$500	3,550
		Family/Child Development Total	240,050
		GRANT & CONTRIBUTION TOTAL	2,456,650

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization	Employer identification number
	EARL B. & LORAIN H. MILLER FOUNDATION	95-2500545
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions	
	192 MARINA DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LONG BEACH, CA 90803	

Check type of return to be filed (file a separate application for each return)

- | | | |
|-------------------------------------------------|-------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

WALTER M. FLORIE, JR.

- The books are in the care of ► 192 MARINA DRIVE - LONG BEACH, CA 90803

Telephone No. ► (562) 493-4711

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3 month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2010 to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☐ calendar year _____ or► ☒ tax year beginning JUL 1, 2008 and ending JUN 30, 2009

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	44,700.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	49,714.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 4-2009)