



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 Organization Exempt From Income Tax

2008

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For the 2008 calendar year, or tax year beginning Aug 1

, 2008, and ending Jul 31

, 2009

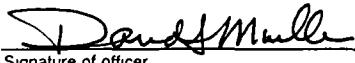
B Check if applicable		C Name of organization Millwood School		D Employer identification number 54-1478939	
<input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending		15100 Millwood School Lane Number and street (or P O box if mail is not delivered to street addr) Room/suite		(804) 639-3200 Telephone number	
		City, town or country Midlothian State ZIP code + 4 VA 23112		G Gross receipts \$ 2,719,877. Gross receipts \$ 2,719,877.	
		Deborah Eellenburg 2421 Charing Cross Loop Richmond VA 23236 Name and address of principal officer		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'No,' attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				H(c) Group exemption number ►	
J Website: ► N/A					
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 1988		M State of legal domicile VA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: Educating Primary & Middle School children		

Revenue	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a) 3 17		
Expenses	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 11		
	5 Total number of employees (Part V, line 2a) 5 63		
Net Assets or Fund Balances	6 Total number of volunteers (estimate if necessary) 6 35		
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C) 7a 0.		
	b Net unrelated business taxable income from Form 990-T, line 34 7b 0.		
Revenue	8 Contributions and grants (Part VIII, line 1h) 205,855.	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g) 2,727,144.	2,543,501.	55,948.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 34,762.	11,549.	34,762.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 115,682.	76,918.	115,682.
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12) 3,083,443.	2,687,916.	2,687,916.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2,106,023.	2,135,668.	
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ► 58,775.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24) 813,940.	831,095.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 2,919,963.	2,966,763.	
19 Revenue less expenses. Subtract line 18 from line 12 163,480.	-278,847.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 241	Beginning of Year	End of Year
	21 Total liabilities (Part X, line 26)	4,927,823.	4,887,491.
	22 Net assets or fund balances Subtract line 21 from line 20	3,072,984.	3,321,802.
		1,854,839.	1,565,689.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge			
	 Signature of officer			Date 12/14/09
	DAVID L. MUELLER <i>BUSINESS MANAGER</i> Type or print name and title			
Paid Preparer's Use Only	Preparer's signature ► M. Lee Winder, CPA	Date 12/14/09	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 M. Lee Winder & Associates, PC			
	► 1807 Huquenot Road, Ste 103		EIN ►	
	Midlothian	VA 23113	Phone no ► (804) 379-2990	

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

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

TEEA0101 04/23/09 Form 990 (2008)

6-16

11

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:
Educating Primary & Middle School children

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?
 Yes No
 If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?
 Yes No
 If 'Yes,' describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 2,493,143. including grants of \$ _____ 0.) (Revenue \$ 2,543,501.)

The school provides an individualized exemplary education for approximately 200 students in elementary and middle school grades kindergarten through 8th.

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services. (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► \$ 2,493,143. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II

5 **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV

10 Did the organization hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V

11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the U.S.?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If 'Yes,' complete Schedule F, Part I

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Part II

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Part III

17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If 'Yes,' complete Schedule G, Part I

18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II

19 Did the organization report more than \$15,000 on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H

21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III

23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? If 'Yes,' complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer questions 24b-24d and complete Schedule K. If 'No,' go to question 25

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?

25a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I

b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If 'Yes,' complete Schedule L, Part I

26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If 'Yes,' complete Schedule L, Part III

	Yes	No
1	X	
2	X	
3		X
4	X	
5		
6		X
7		X
8		X
9		X
10	X	
11	X	
12	X	
13	X	
14a		X
14b		X
15		X
16		X
17		X
18	X	
19		X
20		X
21		X
22		X
23		X
24a		X
24b		
24c		
24d		
25a		X
25b		X
26		X
27		X

Part IV Checklist of Required Schedules (continued)

28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee:

- a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If 'Yes,' complete Schedule L, Part IV
- b Have a family member who had a direct or indirect business relationship with the organization? If 'Yes,' complete Schedule L, Part IV
- c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If 'Yes,' complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1

35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI

	Yes	No
28a		X
28b		X
28c		X
29		X
30		X
31		X
32		X
33		X
34		X
35		X
36		X
37		X

BAA

Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	15
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	1
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	63
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
3b	b If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If 'Yes,' enter the name of the foreign country: ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	b	
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
5b	b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	c If 'Yes,' to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	c	
6a	Did the organization solicit any contributions that were not tax deductible?	6a	X
b	b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?	b	
7	Organizations that may receive deductible contributions under section 170(c).	7	
a	a Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	a	
b	b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	b	
c	c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	c	
d	d If 'Yes,' indicate the number of Forms 8282 filed during the year	d	7d
e	e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	e	X
f	f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	f	X
g	g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	g	
h	h For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	h	
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.	9	
a	a Did the organization make any taxable distributions under section 4966?	a	
b	b Did the organization make any distribution to a donor, donor advisor, or related person?	b	
10	Section 501(c)(7) organizations. Enter:	10a	
a	a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	b Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:	11a	
a	a Gross income from other members or shareholders	11a	
b	b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b	

BAA

Form 990 (2008)

Part VI Governance, Management and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each 'Yes' response to lines 2-7b below, and for a 'No' response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

1a Enter the number of voting members of the governing body 1a 17
 b Enter the number of voting members that are independent 1b 11

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? 2 X

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? 3 X

4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? 4 X

5 Did the organization become aware during the year of a material diversion of the organization's assets? 5 X

6 Does the organization have members or stockholders? 6 X

7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? 7a X
 b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? 7b X

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
 a The governing body? 8a X
 b Each committee with authority to act on behalf of the governing body? 8b X

9a Does the organization have local chapters, branches, or affiliates?
 b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? 9a X

10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 10 X

11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O 11 X

Section B. Policies

12a Does the organization have a written conflict of interest policy? If 'No,' go to line 13 12a X
 b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b X
 c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done 12c X

13 Does the organization have a written whistleblower policy? 13 X

14 Does the organization have a written document retention and destruction policy? 14 X

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:
 a The organization's CEO, Executive Director, or top management official? 15a X
 b Other officers of key employees of the organization? 15b X
 Describe the process in Schedule O. (see instructions)

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16a X
 b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? 16b X

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed 17

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ▶ David L. Mueller 15100 Millwood School Lane, Middlethian, VA 23112 (804) 639-3200

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) or more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers, key employees, highest compensated employees, and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(c) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee	Institutional Trustee	Officer	Key Employee	Highest Compensated			
Dr. Louise Bagwell-Robinson									
Head of School	45.00	X		X	X	X	130,856.	0.	0.
Edward Barden									
Treasurer	1.00	X		X			0.	0.	0.
Paula Carlin									
Vice President	1.00	X		X			0.	0.	0.
James Dunn									
Trustee	1.00	X					0.	0.	0.
Deborah Ellenberg									
President	1.00	X		X			0.	0.	0.
Sarah Hebner									
Trustee	1.00	X					0.	0.	0.
Thomas James									
V. Pres.	5.00	X		X			0.	0.	0.
B. K. Katherman									
Trustee	1.00	X					0.	0.	0.
Jay Mashaw									
Trustee	1.00	X					0.	0.	0.
Larry McClanahan									
Trustee	1.00	X					0.	0.	0.
William McClain									
Trustee	1.00	X					0.	0.	0.
David L. Mueller									
Business Manager	40.00				X		64,210.	0.	0.
Jane Tait									
V. Pres.	5.00	X		X			0.	0.	0.
Stacy White									
Secretary	1.00	X		X			0.	0.	0.
Gary Austin									
Trustee	1.00	X					0.	0.	0.
Frank Bell									
Trustee	1.00	X					0.	0.	0.
Julie Beckwith									
Trustee	1.00	X					0.	0.	0.

Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont.)

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)				(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated	Former		
Scott Camp									
Trustee	1.00	X						0.	0.
Kim Donlon									
Trustee	1.00	X						0.	0.
Rhett duPont									
Trustee	1.00	X						0.	0.
Richard Ferris									
Trustee	1.00	X						0.	0.
Brian Jackson									
Trustee	1.00	X						0.	0.
Steve McClelland									
Trustee	1.00	X						0.	0.
Christine Nash									
Trustee	1.00	X						0.	0.

1b Total							►	195,066.	0.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ► 1

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of Services	(C) Compensation
2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization ►		

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a				
	1b Membership dues	1b				
	1c Fundraising events	1c				
	1d Related organizations	1d				
	1e Government grants (contributions)	1e				
	1f All other contributions, gifts, grants, and similar amounts not included above	1f	55,948.			
	1g Noncash contribs included in lns 1a-1f:		\$			
	1h Total. Add lines 1a-1f		► 55,948.			
PROGRAM SERVICE REVENUE	2a Tuition Income & Fee Inco	Business Code 900099	2,257,873.	2,257,873.	0.	
	2b Other fees	900099	285,628.	285,628.	0.	
	2c					
	2d					
	2e					
	2f All other program service revenue					
	2g Total. Add lines 2a-2f		► 2,543,501.			
	3 Investment income (including dividends, interest and other similar amounts)		► 13,425.	0.	0.	13,425.
4 Income from investment of tax-exempt bond proceeds		►				
5 Royalties		►				
6a Gross Rents	(i) Real 11,585.					
6b Less: rental expenses						
6c Rental income or (loss)	11,585.					
6d Net rental income or (loss)		► 11,585.	11,585.	0.	0.	
7a Gross amount from sales of assets other than inventory	(i) Securities 0.					
7b Less: cost or other basis and sales expenses	1,876.					
7c Gain or (loss)	-1,876.					
7d Net gain or (loss)		► -1,876.	-1,876.	0.	0.	
8a Gross income from fundraising events (not including \$ 0. of contributions reported on line 1c).	a 73,036. b 14,711.					
See Part IV, line 18	a 73,036.					
8b Less: direct expenses	b 14,711.					
8c Net income or (loss) from fundraising events		► 58,325.	58,325.	0.	0.	
9a Gross income from gaming activities. See Part IV, line 19	a					
9b Less: direct expenses	b					
9c Net income or (loss) from gaming activities		►				
10a Gross sales of inventory, less returns and allowances	a 21,639.					
10b Less: cost of goods sold	b 15,374.					
10c Net income or (loss) from sales of inventory		► 6,265.	6,265.	0.	0.	
Miscellaneous Revenue	Business Code					
11a Miscellaneous	900099	743.	743.	0.	0.	
11b						
11c						
11d All other revenue						
11e Total. Add lines 11a-11d		► 743.				
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		► 2,687,916.	2,618,543.	0.	13,425.	

Part 1X Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	195,066.	0.	195,066.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,707,522.	1,546,149.	111,266.	50,107.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	21,715.	16,368.	4,595.	752.
9 Other employee benefits	72,426.	57,289.	11,450.	3,687.
10 Payroll taxes	138,939.	111,585.	23,507.	3,847.
11 Fees for services (non-employees)				
a Management				
b Legal	150.	0.	150.	0.
c Accounting	12,100.	0.	12,100.	0.
d Lobbying				
e Prof fundraising svcs. See Part IV, line 17				
f Investment management fees				
g Other	25.	0.	25.	0.
12 Advertising and promotion	23,209.	19,628.	3,581.	0.
13 Office expenses	25,100.	0.	25,100.	0.
14 Information technology	39,750.	21,226.	18,524.	0.
15 Royalties				
16 Occupancy	134,756.	134,756.	0.	0.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	3,009.	3,009.	0.	0.
20 Interest	150,819.	150,819.	0.	0.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	122,710.	122,710.	0.	0.
23 Insurance	22,448.	17,628.	4,820.	0.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>Fingerprinting - New Hires</u>	185.	185.	0.	0.
b <u>Books</u>	14,646.	14,646.	0.	0.
c <u>Supplies</u>	20,684.	20,684.	0.	0.
d <u>Testing</u>	3,056.	3,056.	0.	0.
e <u>Solar Car Project</u>	1,967.	1,967.	0.	0.
f All other expenses	256,481.	251,438.	4,661.	382.
25 Total functional expenses. Add lines 1 through 24f	2,966,763.	2,493,143.	414,845.	58,775.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

BAA

Form 990 (2008)

Part X | Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash – non-interest-bearing	332,397.	1	447,781.
	2 Savings and temporary cash investments	500,405.	2	583,863.
	3 Pledges and grants receivable, net	269,485.	3	162,184.
	4 Accounts receivable, net	87,265.	4	48,543.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	11,871.	8	12,849.
	9 Prepaid expenses and deferred charges	26,954.	9	22,009.
	10a Land, buildings, and equipment: cost basis	4,714,849.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D	1,274,883.	10c	3,439,966.
	11 Investments – publicly-traded securities	3,536,651.	11	140,891.
	12 Investments – other securities. See Part IV, line 11		12	
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	600.	15	29,405.
16 Total assets. Add lines 1 through 15 (must equal line 34)	4,927,823.	16	4,887,491.	
LIABILITIES	17 Accounts payable and accrued expenses	117,938.	17	97,055.
	18 Grants payable		18	
	19 Deferred revenue	597,540.	19	861,244.
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	2,307,506.	23	2,213,503.
	24 Unsecured notes and loans payable	50,000.	24	150,000.
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	3,072,984.	26	3,321,802.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here □ and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets	908,249.	27	756,916.
	28 Temporarily restricted net assets	946,590.	28	808,773.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here □ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, and equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances.	1,854,839.	33	1,565,689.
	34 Total liabilities and net assets/fund balances.	4,927,823.	34	4,887,491.

Part XI | Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: Cash Accrual Other

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
b Were the organization's financial statements audited by an independent accountant?
c If 'Yes' to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
b If 'Yes,' did the organization undergo the required audit or audits?

Yes	No
2a	X
2b	X
2c	X
3a	X
3b	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

Employer identification number

Millwood School

54-1478939

Part I **Reason for Public Charity Status** (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only one organization.)

1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
3 A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
9 An organization that normally receives: (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
a Type I b Type II c Type III – Functionally integrated d Type III – Other
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.
f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
h Yes No

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
(ii) a family member of a person described in (i) above?
(iii) a 35% controlled entity of a person described in (i) or (ii) above? ..

h Provide the following information about the organizations the organization supports.

Total

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.')						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge						
4 Total. Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)						12

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage for 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33-1/3 support test — 2008. If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization.	►	<input type="checkbox"/>
b 33-1/3 support test — 2007. If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.	►	<input type="checkbox"/>
17a 10%-facts-and-circumstances test — 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.	►	<input type="checkbox"/>
b 10%-facts-and-circumstances test — 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.	►	<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	►	<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5						
7a Amounts included on lines 1, 2, 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► **Section C. Computation of Public Support Percentage**

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%
19a 33-1/3 support tests — 2008. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33-1/3 support tests — 2007. If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV

Supplemental Information. Complete this part to provide the explanation required by Part II, line 10;—Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

SCHEDULE D
(Form 990)

OMB No 1545-0047

Supplemental Financial Statements**2008**Department of the Treasury
Internal Revenue ServiceAttach to Form 990. To be completed by organizations that
answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.Open to Public
Inspection

Name of the organization

Millwood School

Employer identification number
54-1478939**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts** Complete if
the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit??	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part II Conservation Easements Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of certified historic structure
 Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
2a Total number of conservation easements	
2b Total acreage restricted by conservation easements	
2c Number of conservation easements on a certified historic structure included in (a)	
2d Number of conservation easements included in (c) acquired after 8/17/06	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easement it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets
Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part III | Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV | Trust, Escrow and Custodial Arrangements Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIV.

Part V | Endowment Funds Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance ..					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Term endowment ► _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
3a(i)		
3a(ii)		
3b		

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI | Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book Value
1a Land	696,073.			696,073.
b Buildings	3,461,919.		905,269.	2,556,650.
c Leasehold improvements				
d Equipment	337,219.		285,897.	51,322.
e Other	219,638.		83,717.	135,921.
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c))				3,439,966.

BAA

Schedule D (Form 990) 2008

Part VII Investments—Other Securities See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		

Part XI | Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1 Total revenue (Form 990, Part VIII, column (A), line 12)	2,687,916.
2 Total expenses (Form 990, Part IX, column (A), line 25)	2,966,763.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	-278,847.
4 Net unrealized gains (losses) on investments	-23,774.
5 Donated services and use of facilities	
6 Investment expenses	
7 Prior period adjustments	
8 Other (Describe in Part XIV)	
9 Total adjustments (net). Add lines 4-8	-23,774.
10 Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	-302,621.

Part XII | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1	2,620,741.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	-23,774.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV)	2d	-58,775.
e Add lines 2a through 2d	2e	-82,549.
3 Subtract line 2e from line 1	3	2,703,290.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV)	4b	-15,374.
c Add lines 4a and 4b	4c	-15,374.
5 Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	2,687,916.

Part XIII | Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1 Total expenses and losses per audited financial statements	1	2,923,362.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Losses reported on Form 990, Part IX, line 25	2c	
d Other (Describe in Part XIV)	2d	15,374.
e Add lines 2a through 2d	2e	15,374.
3 Subtract line 2e from line 1	3	2,907,988.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV)	4b	58,775.
c Add lines 4a and 4b	4c	58,775.
5 Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	2,966,763.

Part XIV | Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4; Part X; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

Pt XII Line 2d Fundraising Costs

Pt XII Line 4b Book Store Costs

Pt XIII Line 2d Book Store Costs

Pt XIII Line 4b Fundraising Costs

SCHEDULE E
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Schools

OMB No 1545-0047

2008

Open to Public
Inspection

Name of the organization

Millwood School

Employer identification number

54-1478939

► To be completed by organizations that
answer 'Yes' to Form 990, Part IV, line 13, or Form 990-EZ, Part VI, line 48.
► Attach to Form 990 or Form 990-EZ.

- 1 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?
- 2 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?
- 3 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it had no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe. If 'No,' please explain

All advertising states the nondiscriminatory policy

- 4 Does the organization maintain the following?
 - a Records indicating the racial composition of the student body, faculty, and administrative staff?
 - b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?
 - c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?
 - d Copies of all material used by the organization or on its behalf to solicit contributions?

If you answered 'No,' to any of the above, please explain. (If you need more space, attach a separate statement.)

- 5 Does the organization discriminate by race in any way with respect to:

a Students' rights or privileges?

5a

b Admissions policies?

5b

c Employment of faculty or administrative staff?

5c

d Scholarships or other financial assistance?

5d

e Educational policies?

5e

f Use of facilities?

5f

g Athletic programs?

5g

h Other extracurricular activities?

If you answered 'Yes,' to any of the above, please explain. (If you need more space, attach a separate statement.)

- 6a Does the organization receive any financial aid or assistance from a governmental agency?

b Has the organization's right to such aid ever been revoked or suspended?

6a

If you answered 'Yes,' to either line 6a or line b, please explain using an attached statement.

6b

- 7 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If 'No,' attach an explanation

7

**Department of the Treasury
Internal Revenue Service**

- Must be completed by organizations that answer 'Yes' to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

Name of the organization

Employer identification number
54-1478939

Millwood School

Part I Fundraising Activities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

<input type="checkbox"/> Mail solicitations	<input type="checkbox"/> Solicitation of non-government grants
<input type="checkbox"/> Email solicitations	<input type="checkbox"/> Solicitation of government grants
<input type="checkbox"/> Phone solicitations	<input type="checkbox"/> Special fundraising events
<input type="checkbox"/> In-person solicitations	

2a Did the organization have written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

Yes No

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990EZ filers are not required to complete this table.

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		Auction (event type)	(event type)	3 (total number)	(Add col. (a) through col. (c))
REVENUE	1 Gross receipts	60,685.		12,351.	73,036.
	2 Less: Charitable contributions				
	3 Gross revenue (line 1 minus line 2)	60,685.		12,351.	73,036.
DIRECT EXPENSES	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Other direct expenses	10,390.		4,321.	14,711.
	8 Direct expense summary. Add lines 4- through 7 in column (d)				14,711.
	9 Net income summary. Combine lines 3 and 8 in column (d)				58,325.

Part III Gaming. Complete if the organization answered 'Yes' to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))
REVENUE	1 Gross revenue				
DIRECT EXPENSES	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				►
	8 Net gaming income summary. Combine lines 1 and 7 in column (d)				►

9 Enter the state(s) in which the organization operates gaming activities: _____

YES	NO
9a	

a Is the organization licensed to operate gaming activities in each of these states?

b If 'No,' Explain:

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

10a

b If 'Yes,' Explain:

11 Does the organization operate gaming activities with nonmembers?

11

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

12

YES	NO
13a	%
13b	%

13 Indicate the percentage of gaming activity operated in:

- a The organization's facility
- b An outside facility

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name: ► _____

Address: ► _____

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue?

- b If 'Yes,' enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____.

- c If 'Yes,' enter name and address:

Name: ► _____

Address: ► _____

16 Gaming manager information

Name: ► _____

Gaming manager compensation ► \$ _____

Description of services provided: ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year: ► \$ _____

17a

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**

OMB No 1545-0047

2008Open to Public
Inspection

Name of the organization

Millwood School

Employer identification number

54-1478939

Pt VI-A, Line 10 Reviewed by Board at first meeting following completion of the formPt VI-B, Line 12c By inquiry of persons involvedPt VI-B, Line 15 Looking at comparable data from similar organizationsPt VI-C, Line 19 Not made available

Schedule O (Form 990) Supplemental Information to Form 990
Form 990, Page 6, Line 11 (continued)

Name	Address	City	St	ZIP
Deborah Ellenberg	2421 Charing Cross Loop	Richmond	VA	23236
Ed Barden	9702 Stemwell Court	Richmond	VA	23236
Stacy White	8025 Hampton Glen Drive	Chesterfield	VA	23832
Paula Carlin	15700 Hampton Arbor Terrace	Chesterfield	VA	23832
Frank Bell	2750 Barrow Place	Midlothian	VA	23113
Kim Donlon	13702 Beechwood Point Road	Midlothian	VA	23112
Gary Austin	16605 Amelia Avenue	Amelia Court House	VA	23002
Julie Beckwith	1309 Walton Creek Drive	Midlothian	VA	23114
Scott Camp	15600 Chesdin Landing Terrace	Chesterfield	VA	23832
Rhett duPont	13920 Chepstow Road	Midlothian	VA	23113
Richard Ferris	112006 Timber Point Drive	Chesterfield	VA	23838
Bill Garrahan	2850 Barrow Place	Midlothian	VA	23113
Lori Hinson	2503 Tanglebrook Road	Midlothian	VA	23112
Thomas James	4321 Otterburn Road	Moseley	VA	23120
Christine Nash	13501 Corapeake Drive	Chesterfield	VA	23838
Judy Rocawich	8609 Royal Birkdale Drive	Chesterfield	VA	23832
Billy Thurston	2235 Westwood Pine Drive	Moseley	VA	23120