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

OMB No 1545-0052

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 09/01, 2008, and ending 08/31, 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

MILLER FAMILY FOUNDATION, INC. 03-46987

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

Room/suite

NORTHERN TRUST FSB, AS AGENT FOR TRUSTEE

City or town, state, and ZIP code

P.O. BOX 803878 CHICAGO, IL 60680

A Employer identification number

58-2261960

B Telephone number (see page 10 of the instructions)

(312) 630-6000

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,672,284.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(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 (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	38,592.	38,592.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-169,634.			
b Gross sales price for all assets on line 6a	1,525,163.			
7 Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11 Other income (attach schedule)	39,057.	-29,343.		STMT 2
12 Total. Add lines 1 through 11	-91,985.	9,249.		
13 Compensation of officers, directors, trustees, etc.	NONE	NONE		NONE
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	3,500.	1,750.		1,750.
c Other professional fees (attach schedule)	45,382.	45,382.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	2,891.	891.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	30.			30.
24 Total operating and administrative expenses. Add lines 13 through 23	51,803.	48,023.	NONE	1,780.
25 Contributions, gifts, grants paid	293,900.			293,900.
26 Total expenses and disbursements. Add lines 24 and 25	345,703.	48,023.	NONE	295,680.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-437,688.			
b Net investment income (if negative, enter -0-)		-0-		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of 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 (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	766,164.	277,766.	277,766.
	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 (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	3,049,181.	2,360,840.	2,440,945.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 6	1,171,942.	1,813,473.	1,813,473.
	14 Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)		97,520.	140,100.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,987,287.	4,549,599.	4,672,284.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	4,987,287.	4,549,599.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	4,987,287.	4,549,599.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,987,287.	4,549,599.		

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	4,987,287.
2 Enter amount from Part I, line 27a	2	-437,688.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,549,599.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,549,599.

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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-169,634.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	276,530.	5,907,533.	0.04680972582
2006	332,530.	6,803,558.	0.04887589699
2005	298,230.	5,953,267.	0.05009518303
2004	277,130.	5,760,874.	0.04810554787
2003	200,834.	3,902,112.	0.05146802552
2 Total of line 1, column (d)		2	0.24535437923
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	0.04907087585
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5		4	4,353,418.
5 Multiply line 4 by line 3		5	213,626.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	
7 Add lines 5 and 6		7	213,626.
8 Enter qualifying distributions from Part XII, line 4		8	295,680.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	NONE	
Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	NONE	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				
3 Add lines 1 and 2				
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	NONE	
6 Credits/Payments:		7	6,548.	
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a			6,548.
b Exempt foreign organizations-tax withheld at source	6b			NONE
c Tax paid with application for extension of time to file (Form 8868)	6c			NONE
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d		7	6,548.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	6,548.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☒ Refunded ☐		11	6,548.	

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 page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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?		X
If "Yes," attach the statement required by General Instruction T.		
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 page 19 of the instructions) ► _____		
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 on page 27)? 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

Form 990-PF (2008)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the 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?	13	X	
Website address ▶ NA				
14	The books are in care of ▶ NORTHERN TRUST NA Telephone no ▶ (404) 279-5217			
	Located at ▶ 3282 NORTHSIDE PKWY, NW, ATLANTA, GA ZIP + 4 ▶ 30327			
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			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐ Yes ☒ No	1b	N/A
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? ☐ Yes ☒ No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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	N/A
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)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **6b** N/A
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X
If you answered "Yes" to 6b, also file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		- 0 -	- 0 -	- 0 -

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 9		NONE

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2008)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,419,714.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,419,714.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,419,714.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	66,296.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,353,418.
6	Minimum investment return. Enter 5% of line 5	6	217,671.

Part XI Distributable Amount (see page 25 of the 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	217,671.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	NONE
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	217,671.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	217,671.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	217,671.

Part XII Qualifying Distributions (see page 25 of the 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	295,680.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	295,680.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	295,680.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				217,671.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			293,632.	
b Total for prior years: 20 <u>06</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>295,680.</u>				
a Applied to 2007, but not more than line 2a			293,632.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				2,048.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.				215,623.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of 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).)

N/A

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.

N/A

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 page 28 of the 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 10				
Total			3a	293,900.
b Approved for future payment				
Total			3b	

(e)
Related or exempt
function income
(See page 28 of
the instructions)

14 -

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
76,336.00		5000. ANNALY MTG MGMT INC COM PROPERTY TYPE: SECURITIES 96,898.00				01/29/2008 -20,562.00	09/15/2008
110,371.00		1500. MFC ISHARES TR DOW JONES U S FINL PROPERTY TYPE: SECURITIES 115,016.00				09/19/2008 -4,645.00	09/22/2008
75,671.00		3000. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 101,359.00				03/05/2008 -25,688.00	09/23/2008
23,647.00		4000. KKR FINL HLDGS LLC COM STK PROPERTY TYPE: SECURITIES 52,954.00				05/01/2008 -29,307.00	09/30/2008
60,082.00		3000. HEARTLAND PMT SYS INC COM STK PROPERTY TYPE: SECURITIES 76,395.00				09/21/2007 -16,313.00	10/15/2008
4,080.00		1000. GLOBAL INDS LTD COM PROPERTY TYPE: SECURITIES 20,433.00				04/13/2007 -16,353.00	10/20/2008
51,245.00		1600. FLUOR CORP PROPERTY TYPE: SECURITIES 84,240.00				06/01/2007 -32,995.00	10/28/2008
3,457.00		1500. SMITH & WESSON HLDG CORP COM PROPERTY TYPE: SECURITIES 20,360.00				03/22/2007 -16,903.00	12/17/2008
110,339.00		2000. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 127,564.00				10/20/2008 -17,225.00	01/21/2009
111,498.00		40. BERKSHIRE HATHAWAY INC DEL CL B PROPERTY TYPE: SECURITIES 142,198.00				01/26/2007 -30,700.00	03/12/2009
104,463.00		5000. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 75,276.00				11/09/2005 29,187.00	03/12/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
93,851.00		1000. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 121,964.00					10/20/2008 -28,113.00	03/12/2009
97,499.00		2000. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 123,342.00					10/22/2008 -25,843.00	03/12/2009
114,327.00		2500. MFC PROSHARES TR PROSHARES ULTRASH PROPERTY TYPE: SECURITIES 99,545.00					01/05/2009 14,782.00	03/12/2009
49,020.00		2250. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 31,369.00					06/14/2004 17,651.00	04/01/2009
60,494.00		2750. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 27,638.00					01/14/2002 32,856.00	04/02/2009
1,535.00		400. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 5,508.00					07/27/2007 -3,973.00	04/17/2009
4,854.00		203. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 2,040.00					01/14/2002 2,814.00	04/20/2009
2,587.00		700. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 9,638.00					07/27/2007 -7,051.00	04/20/2009
18,707.00		801. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 8,050.00					01/14/2002 10,657.00	04/21/2009
4,154.00		1100. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 15,017.00					07/27/2007 -10,863.00	04/21/2009
4,519.00		207. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 2,080.00					01/14/2002 2,439.00	04/22/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
4,565.00		1200. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 15,750.00				06/14/2007 -11,185.00	04/22/2009
9,765.00		450. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 4,523.00				01/14/2002 5,242.00	04/23/2009
4,133.00		1100. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 14,437.00				06/14/2007 -10,304.00	04/23/2009
9,654.00		450. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 4,523.00				01/14/2002 5,131.00	04/24/2009
1,898.00		500. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 6,562.00				06/14/2007 -4,664.00	04/24/2009
3,401.00		162. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 1,628.00				01/14/2002 1,773.00	04/27/2009
9,696.00		422. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 4,241.00				01/14/2002 5,455.00	05/06/2009
3,380.00		147. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 1,477.00				01/14/2002 1,903.00	05/07/2009
10,452.00		450. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 4,523.00				01/14/2002 5,929.00	05/08/2009
9,308.00		405. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 4,070.00				01/14/2002 5,238.00	05/11/2009
49,845.00		2198. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 21,995.00				01/14/2002 27,850.00	06/04/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
3,472.00		150. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 1,500.00				12/21/2001 1,972.00	06/11/2009
3,335.00		141. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 1,410.00				12/21/2001 1,925.00	06/15/2009
3,458.00		150. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 1,500.00				12/21/2001 1,958.00	06/16/2009
3,284.00		144. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 1,440.00				12/21/2001 1,844.00	06/17/2009
2,308.00		102. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 1,020.00				12/21/2001 1,288.00	06/18/2009
3,012.00		129. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 1,290.00				12/21/2001 1,722.00	06/19/2009
1,923.00		84. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 840.00				12/21/2001 1,083.00	06/22/2009
2,466.00		109. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 1,090.00				12/21/2001 1,376.00	06/23/2009
2,148.00		95. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 950.00				12/21/2001 1,198.00	06/24/2009
23.00		1. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES 10.00				12/21/2001 13.00	06/25/2009
66,518.00		2000. XTO ENERGY CORP PROPERTY TYPE: SECURITIES 96,814.00				09/14/2007 -30,296.00	07/08/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
709.00		130. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 1,594.00				10/09/2007 -885.00	08/05/2009
63,823.00		1500. XTO ENERGY CORP PROPERTY TYPE: SECURITIES 44,103.00				10/22/2008 19,720.00	08/05/2009
21,274.00		500. XTO ENERGY CORP PROPERTY TYPE: SECURITIES 24,204.00				09/14/2007 -2,930.00	08/05/2009
2,293.00		420. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 5,150.00				10/09/2007 -2,857.00	08/06/2009
2,927.00		500. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 6,131.00				10/09/2007 -3,204.00	08/07/2009
17,272.00		2950. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 36,175.00				10/09/2007 -18,903.00	08/07/2009
2,927.00		500. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 6,131.00				10/09/2007 -3,204.00	08/07/2009
2,927.00		500. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES 6,131.00				10/09/2007 -3,204.00	08/07/2009
20,231.00		500. XTO ENERGY CORP PROPERTY TYPE: SECURITIES 14,701.00				10/22/2008 5,530.00	08/25/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- -169,634. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDEND & INTEREST	38,592.	38,592.
	-----	-----
TOTAL	38,592.	38,592.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DEFERRED INCOME	1,015.	
EXCISE TAX REFUND	27,613.	
10TH STREET FUND	10,429.	-29,343.
	-----	-----
TOTALS	39,057.	-29,343.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ACCOUNT MANAGEMENT	42,654.	42,654.
NORTHERN TRUST	2,728.	2,728.
	-----	-----
TOTALS	45,382.	45,382.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ESTIMATED TAX PAID	2,000.	
FOREIGN TAX	891.	891.
	-----	-----
TOTALS	2,891.	891.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
GA ANNUAL FILING	30.	30.
TOTALS	30.	30.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV		ENDING BOOK VALUE -----	ENDING FMV ---
	C	OR F		
10TH STREET FUND II	C		1,638,483.	1,638,483.
TEXTURA COM STOCK	C		174,990.	174,990.
			-----	-----
TOTALS			1,813,473.	1,813,473.
			=====	=====

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.
=====

GA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

WILLIAM G. MILLER

ADDRESS:

3295 RIVER EXCHANGE DR. SUITE220
NORCROSS, GA 30092

TITLE:

CHIEF EXECUTIVE OFFICER/CFO

OFFICER NAME:

CAROL SHORT

ADDRESS:

3295 RIVER EXCHANGE DR. SUITE 220
NORCROSS, GA 30092

TITLE:

SECRETARY

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME:

ACCOUNT MANAGEMENT LLC

ADDRESS:

17 ARLINGTON STREET

BOSTON, MA

TYPE OF SERVICE:

INVESTMENT ADVISORY

=====

RECIPIENT NAME:

VARIOUS-SEE ATTACHED

ADDRESS:

VARIOUS-SEE ATTACHED

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

P

AMOUNT OF GRANT PAID 293,900.

TOTAL GRANTS PAID:

293,900.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2008

Name of estate or trust

MILLER FAMILY FOUNDATION, INC. 03-46987

Employer identification number

58-2261960

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-111,351.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-111,351.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-58,283.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	-58,283.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-111,351.
14 Net long-term gain or (loss):			
a Total for year	14a		-58,283.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		-169,634.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(3,000)
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,200	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)	30		
31 Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34		

Schedule D (Form 1041) 2008

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2008

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

MILLER FAMILY FOUNDATION, INC. 03-46987

Employer identification number

58-2261960

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-111,351.00
---	-------------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

MILLER FAMILY FOUNDATION, INC. 03-46987

58-2261960

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3000. HEARTLAND PMT SYS INC COM STK	09/21/2007	10/15/2008	60,082.00	76,395.00	-16,313.00
1000. GLOBAL INDS LTD COM	04/13/2007	10/20/2008	4,080.00	20,433.00	-16,353.00
1600. FLUOR CORP	06/01/2007	10/28/2008	51,245.00	84,240.00	-32,995.00
1500. SMITH & WESSON HLDG CORP COM	03/22/2007	12/17/2008	3,457.00	20,360.00	-16,903.00
40. BERKSHIRE HATHAWAY INC DEL CL B	01/26/2007	03/12/2009	111,498.00	142,198.00	-30,700.00
5000. CREDIT ACCEP CORP MICH COM	11/09/2005	03/12/2009	104,463.00	75,276.00	29,187.00
2250. CREDIT ACCEP CORP MICH COM	06/14/2004	04/01/2009	49,020.00	31,369.00	17,651.00
2750. CREDIT ACCEP CORP MICH COM	01/14/2002	04/02/2009	60,494.00	27,638.00	32,856.00
400. POWERSECURE INTL INC COM STK	07/27/2007	04/17/2009	1,535.00	5,508.00	-3,973.00
203. CREDIT ACCEP CORP MICH COM	01/14/2002	04/20/2009	4,854.00	2,040.00	2,814.00
700. POWERSECURE INTL INC COM STK	07/27/2007	04/20/2009	2,587.00	9,638.00	-7,051.00
801. CREDIT ACCEP CORP MICH COM	01/14/2002	04/21/2009	18,707.00	8,050.00	10,657.00
1100. POWERSECURE INTL INC COM STK	07/27/2007	04/21/2009	4,154.00	15,017.00	-10,863.00
207. CREDIT ACCEP CORP MICH COM	01/14/2002	04/22/2009	4,519.00	2,080.00	2,439.00
1200. POWERSECURE INTL INC COM STK	06/14/2007	04/22/2009	4,565.00	15,750.00	-11,185.00
450. CREDIT ACCEP CORP MICH COM	01/14/2002	04/23/2009	9,765.00	4,523.00	5,242.00
1100. POWERSECURE INTL INC COM STK	06/14/2007	04/23/2009	4,133.00	14,437.00	-10,304.00
450. CREDIT ACCEP CORP MICH COM	01/14/2002	04/24/2009	9,654.00	4,523.00	5,131.00
500. POWERSECURE INTL INC COM STK	06/14/2007	04/24/2009	1,898.00	6,562.00	-4,664.00
162. CREDIT ACCEP CORP MICH COM	01/14/2002	04/27/2009	3,401.00	1,628.00	1,773.00
422. CREDIT ACCEP CORP MICH COM	01/14/2002	05/06/2009	9,696.00	4,241.00	5,455.00
147. CREDIT ACCEP CORP MICH COM	01/14/2002	05/07/2009	3,380.00	1,477.00	1,903.00
450. CREDIT ACCEP CORP MICH COM	01/14/2002	05/08/2009	10,452.00	4,523.00	5,929.00
405. CREDIT ACCEP CORP MICH COM	01/14/2002	05/11/2009	9,308.00	4,070.00	5,238.00
2198. CREDIT ACCEP CORP MICH COM	01/14/2002	06/04/2009	49,845.00	21,995.00	27,850.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

MILLER FAMILY FOUNDATION, INC. 03-46987

58-2261960

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 150. CREDIT ACCEP CORP MICH COM	12/21/2001	06/11/2009	3,472.00	1,500.00	1,972.00
141. CREDIT ACCEP CORP MICH COM	12/21/2001	06/15/2009	3,335.00	1,410.00	1,925.00
150. CREDIT ACCEP CORP MICH COM	12/21/2001	06/16/2009	3,458.00	1,500.00	1,958.00
144. CREDIT ACCEP CORP MICH COM	12/21/2001	06/17/2009	3,284.00	1,440.00	1,844.00
102. CREDIT ACCEP CORP MICH COM	12/21/2001	06/18/2009	2,308.00	1,020.00	1,288.00
129. CREDIT ACCEP CORP MICH COM	12/21/2001	06/19/2009	3,012.00	1,290.00	1,722.00
84. CREDIT ACCEP CORP MICH COM	12/21/2001	06/22/2009	1,923.00	840.00	1,083.00
109. CREDIT ACCEP CORP MICH COM	12/21/2001	06/23/2009	2,466.00	1,090.00	1,376.00
95. CREDIT ACCEP CORP MICH COM	12/21/2001	06/24/2009	2,148.00	950.00	1,198.00
1. CREDIT ACCEP CORP MICH COM	12/21/2001	06/25/2009	23.00	10.00	13.00
2000. XTO ENERGY CORP	09/14/2007	07/08/2009	66,518.00	96,814.00	-30,296.00
130. POWERSECURE INTL INC COM STK	10/09/2007	08/05/2009	709.00	1,594.00	-885.00
500. XTO ENERGY CORP	09/14/2007	08/05/2009	21,274.00	24,204.00	-2,930.00
420. POWERSECURE INTL INC COM STK	10/09/2007	08/06/2009	2,293.00	5,150.00	-2,857.00
500. POWERSECURE INTL INC COM STK	10/09/2007	08/07/2009	2,927.00	6,131.00	-3,204.00
2950. POWERSECURE INTL INC COM STK	10/09/2007	08/07/2009	17,272.00	36,175.00	-18,903.00
500. POWERSECURE INTL INC COM STK	10/09/2007	08/07/2009	2,927.00	6,131.00	-3,204.00
500. POWERSECURE INTL INC COM STK	10/09/2007	08/07/2009	2,927.00	6,131.00	-3,204.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -58,283.00

Schedule D-1 (Form 1041) 2008

MILLER FAMILY FOUNDATION, INC. (EIN:58-2261960) 2008 (YE08-31-2009) GRANTS

Organization	Grant	City/State
Alhambra Shrine	\$2,500.00	Chattanooga, TN
Chattanooga Area Crimestoppers	\$5,000.00	Chattanooga, TN
Chattanooga Food Bank	\$2,500.00	Chattanooga, TN
Chattanooga Ronald McDonald House	\$3,000.00	Chattanooga, TN
Clifton Hills School	\$2,400.00	Chattanooga, TN
Fellowship of Christian Police Officers Assoc.	\$10,000.00	Chattanooga, TN
FOP Rock City Lodge	\$10,000.00	Chattanooga, TN
Forgotten Child Fund	\$10,000.00	Chattanooga, TN
Ft. Lauderdale FOP #31	\$5,000.00	Ft. Lauderdale, FL
Georgia Vietnam Veterans Alliance	\$2,000.00	Doraville, GA
Hamilton County HCSO Mounted Patrol	\$5,000.00	Chattanooga, TN
Hwy 58 Fire Department	\$5,000.00	Chattanooga, TN
International Towing Museum and Hall of Fame	\$55,000.00	Chattanooga, TN
Lion's Club Campaign Verse Two	\$2,000.00	Chattanooga, TN
Lisa Drack Memorial Scholarship Fund	\$10,000.00	Greencastle, IN
Make-A- Wish Foundation of Southern Florida	\$5,000.00	Ft. Lauderdale, FL
Make-A- Wish Foundation of Southern Florida	\$7,500.00	Ft. Lauderdale, FL
Make-A- Wish Foundation of Southern Florida	\$7,500.00	Ft. Lauderdale, FL
McKamey Animal Care and Adoption Center	\$2,000.00	Chattanooga, TN
Nature Conservancy (For: Adopt-an-Acre Southern Coasta	\$5,000.00	Albert Lea, MN
New Liberty Baptist Church	\$1,500.00	Birchwood Pike, TN
Northwest Georgia Bank Foundation	\$1,500.00	Ringgold, GA
Polly Boyd Scholarship Fund	\$5,000.00	Chattanooga, TN
Center (Sante Fe Center for Photographic Arts)	\$2,000.00	Sante Fe, NM
SFSAFBI, Atlanta	\$12,000.00	Atlanta, GA
Sisken Children's Institute	\$5,000.00	Chattanooga, TN
St. Jude's Children's Hospital	\$9,500.00	Memphis, TN
St. Jude's Children's Hospital	\$60,500.00	Memphis, TN
St..Elmo Methodist Church	\$2,500.00	Chattanooga, TN
T.C. Thompson Children's Hospital	\$5,000.00	Chattanooga, TN
Tennessee Chiefs of Police	\$10,000.00	Chattanooga, TN
Tennessee Chiefs of Police	\$2,500.00	Chattanooga, TN
The Community Foundation of Greater Atlanta	\$13,000.00	Atlanta, GA
The Kidney Foundation	\$2,500.00	Chattanooga, TN
Thursday Night Support Group	\$5,000.00	Chattanooga, TN
total	\$293,900.00	

asset detail

31 AUG 09

Account number 0346987

MILLER FAMILY FOUNDATION - UBS

Page 1 of 4

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
						Market	Translation	

Equity Securities

Common stock

Canada - USD

BARRICK GOLD CORP CUSIP 067901108								
8,000 000		34 70	0 00	277,600 00	232,173 25	45,426 75	0 00	45,426 75
ENCANA CORP COM NPV CUSIP 292505104								
1,500 000		51 99	0 00	77,985 00	102,316 50	-24,331 50	0 00	-24,331 50
GOLDCORP INC NEW COM CUSIP 380956409								
1,000 000		36 46	12 75	36,460 00	31,065 70	5,394 30	0 00	5,394 30
KINROSS GOLD CORP COM NPV NEW CUSIP 496902404								
2,000 000		18 95	0 00	37,900 00	27,698 51	10,201 49	0 00	10,201 49
PAN AMERN SILVER CORP COM CUSIP 697900108								
2,000 000		19 44	0 00	38,880 00	51,526 00	-12,646 00	0 00	-12,646 00
PETAQUILLA RES LTD COM CUSIP 716013107								
50,000 000		0 45	0 00	22,500 00	100,317 50	-77,817 50	0 00	-77,817 50
Total USD			12 75	491,325 00	545,097 46	-53,772 46	0 00	-53,772 46
Total Canada			12 75	491,325 00	545,097 46	-53,772 46	0 00	-53,772 46
United States - USD								
#REORG/FCSTONE-STK MERGER-INTERNATIONAL ASSETS HLDG CORP 2422306 10/1/09 CUSIP 31308T100								
3,000 000		4 79	0 00	14,370 00	105,344 70	-90,974 70	0 00	-90,974 70
BERKSHIRE HATHAWAY INC CL B COM CUSIP 084670207								
150 000		3,286 00	0 00	492,900 00	540,632 77	-47,732 77	0 00	-47,732 77

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 5 Nov 09 B003

asset detail

31 AUG 09

Account number 0346987

MILLER FAMILY FOUNDATION - UBS

Page 2 of 4

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value						Translation	Total
Equity Securities								
Common stock								
United States - USD								
COM STK CUSIP 883992182	5,381 000	32 52	0 00	174,990 12	174,990 12	0 00	0 00	0 00
* Market value based on prices received from an external manager or other client-directed pricing source								
CREDIT ACCEP CORP MICH COM CUSIP 225310101	14,000 000	30 51	0 00	427,140 00	136,750 00	290,390 00	0 00	290,390 00
ENERGY RECOVERY INC COM CUSIP 29270J100	5,000 000	5 26	0 00	26,300 00	61,353 40	-35 053 40	0 00	-35,053 40
INNERWORKINGS INC COM CUSIP 45773Y105	8,000 000	5 74	0 00	45,920 00	101,623 52	-55,703 52	0 00	-55,703 52
LEUCADIA NATL CORP COM CUSIP 527288104	2,000 000	24 87	0 00	49,740 00	50,099 00	-359 00	0 00	-359 00
MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101	26,000 000	18 78	5,200 00	488,280 00	565,029 90	-76,749 90	0 00	-76,749 90
MLP ENTERPRISE PRODS PARTNERS L P COM UNIT CUSIP 293792107	3,000 000	27 00	0 00	81,000 00	77,643 60	3,356 40	0 00	3,356 40
MONSANTO CO NEW COM CUSIP 61166W101	1,000 000	83 88	0 00	83,880 00	86,550 00	-2,670 00	0 00	-2,670 00
POWERSECURE INTL INC COM STK CUSIP 73936N105	5,000 000	5 30	0 00	26 500 00	61,314 00	-34,814 00	0 00	-34,814 00

Northern Trust

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asset detail

31 AUG 09

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAF value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Equity Securities

Common stock

United States - USD

XTO ENERGY INC COM CUSIP 98385X106

1,000,000	38.60	0.00	38,600.00	29,401.80	9,198.20	0.00	9,198.20
Total USD		5,200.00	1,949,620.12	1,990,732.81	-41,112.69	0.00	-41,112.69
Total United States		5,200.00	1,949,620.12	1,990,732.81	-41,112.69	0.00	-41,112.69
Total Common Stock		5,212.75	2,440,945.12	2,535,830.27	-94,885.15	0.00	-94,885.15
138,031,000		5,212.75	2,440,945.12	2,535,830.27	-94,885.15	0.00	-94,885.15
Total Equity Securities							

Commodities

Commodities

United States - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107

1,500,000	93.40	0.00	140,100.00	97,520.25	42,579.75	0.00	42,579.75
Total USD		0.00	140,100.00	97,520.25	42,579.75	0.00	42,579.75
Total United States		0.00	140,100.00	97,520.25	42,579.75	0.00	42,579.75
Total Commodities		0.00	140,100.00	97,520.25	42,579.75	0.00	42,579.75
1,500,000		0.00	140,100.00	97,520.25	42,579.75	0.00	42,579.75
Total Commodities		0.00	140,100.00	97,520.25	42,579.75	0.00	42,579.75

Northern Trust

asset detail

31 AUG 09

Account number 0346987

MILLER FAMILY FOUNDATION - UBS

Page 4 of 4

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Cash and Short Term Investments

Short term

USD - United States dollar								
		1.00	3.36	277,766.01	277,766.01	0.00	0.00	0.00
Total short term - all currencies								
		3.36	3.36	277,766.01	277,766.01	0.00	0.00	0.00
Total short term - all countries								
		3.36	3.36	277,766.01	277,766.01	0.00	0.00	0.00
Total Short Term								
	277,766.010		3.36	277,766.01	277,766.01	0.00	0.00	0.00
Total Cash and Short Term Investments								
	277,766.010		3.36	277,766.01	277,766.01	0.00	0.00	0.00
Total								
	417,297.010		5,216.11	2,858,811.13	2,911,116.53	-52,305.40	0.00	-52,305.40

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction. Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

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