Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , **and ending**

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: Neal & Lynne Miller Family Foundation

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 17 Buckingham St

City or town, state, and ZIP code: Cambridge, MA 02138

A Employer identification number: 20-8087293

B Telephone number: 1-617/338-2422

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (*from Part II, col (c), line 16*) ▶$ 556,949.

J Accounting method: [X] 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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,808.	2,808.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-172,993.			
	b Gross sales price for all assets on line 6a 499,734.				
	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)				
	11 Other income				
	12 **Total** Add lines 1 through 11	-170,185.	2,808.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 2	1,124.	1,124.		0.
	c Other professional fees Stmt 3	548.	548.		0.
	17 Interest				
	18 Taxes Stmt 4	152.	152.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,824.	1,824.	✓	0.
	25 Contributions, gifts, grants paid	56,916.			56,916.
	26 **Total expenses and disbursements.** Add lines 24 and 25	58,740.	1,824.		56,916.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-228,925.			
	b **Net investment income** (if negative, enter -0-)		984.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED APR 1 3 2010 OGDEN, UT

SCANNED APR 1 5 2010

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 5	692,449.	463,809.	556,949.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	692,449.	463,809.	556,949.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	692,449.	463,809.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	692,449.	463,809.	
	31 **Total liabilities and net assets/fund balances**	692,449.	463,809.	

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	692,449.
2 Enter amount from Part I, line 27a	2	-228,925.
3 Other increases not included in line 2 (itemize) ▶ Accnt Adj	3	285.
4 Add lines 1, 2, and 3	4	463,809.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	463,809.

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	Fidelity Account Z71-175390, attchd	P	Various	Various
b	Fidelity Account Z71-175390, attchd	P	Various	Various
c	Form 6781, Part 1	P	Various	Various
d	Form 6781, Part 1	P	Various	Various
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	180,826.		254,080.	-73,254.
b	318,636.		418,647.	-100,011.
c	109.			109.
d	163.			163.
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-73,254.
b				-100,011.
c				109.
d				163.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-172,993.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	54,839.	895,092.	.061266
2007	50,880.	1,103,899.	.046091
2006	0.	985,700.	.000000
2005			
2004			

2	**Total** of line 1, column (d)	2	.107357
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	.035786
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	490,053.
5	Multiply line 4 by line 3	5	17,537.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10.
7	Add lines 5 and 6	7	17,547.
8	Enter qualifying distributions from Part XII, line 4	8	56,916.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	10.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	10.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	10.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	119.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	119.
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	109.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	109.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
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*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Neal & Lynne Miller Telephone no. ▶ 1-617-864-7247

Located at ▶ 17 Buckingham Road, Cambridge, MA ZIP+4 ▶ 02650

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Line	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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	3b		
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 2009?		4b		X

Form **990-PF** (2009)

923541
02-02-10

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Neal P Miller 17 Buckingham St Cambridge, MA 02138	Trustee 10.00	0.	0.	0.
Lynne T. Miller 17 Buckingham St Cambridge, MA 02138	Trustee 10.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

923551
02-02-10

09020329 801506 MFF 2009.03020 Neal & Lynne Miller Family MFF____1

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	45,500.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	497,516.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	497,516.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	497,516.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,463.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	490,053.
6	**Minimum investment return** Enter 5% of line 5	6	24,503.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	24,503.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 10.		
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	10.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,493.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,493.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,493.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	56,916.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	56,916.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	10.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	56,906.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				24,493.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			43,240.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 56,916.				
a Applied to 2008, but not more than line 2a			43,240.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				13,676.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				10,817.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. 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 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).)

Neal P Miller

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: 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				
Carleton College 1 north College St Northfield, MN 55057	N/A	501 c 3	Annual Fund for support of Instructional program	1,771.
The Harley School 1981 Clover Street Rochester, NY 14618	N/A	501 c 3	Annual Fund for support of Instructional program	9,645.
Gilda's Club WorldWide 322 Eighth Avenue, Suite 1402 New York, NY 10001	N/A	501 c 3	On-line network for those affected by cancer	5,000.
Massachusetts General Hospital 250 Waltham Avenue Boston, MA 02114	N/A	501 c 3	Fund web-based participation in Trauma Srvce Conf	36,000.
Mount Auburn Hospital 130 Mount Auburn St Cambridge, MA	N/A	501 c 3	For General Purpose support of the hospital	4,500.
Total			▶ 3a	56,916.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,808.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property	531190				
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-172,993.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		-170,185.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 -170,185.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 4/7/10 Title: Trustee

Paid Preparer's Use Only

Preparer's signature: Nan T. Haavik Date: 03/29/10 Check if self-employed ☒ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: Nan T. Haavik, EA, 6 Earl Street, Norwalk, CT 06854

EIN ▶

Phone no. (203)866-9700

Form **990-PF** (2009)

923622 02-02-10

Fidelity INVESTMENTS

2009 Supplemental Information

Account No.	Taxpayer ID.	Page
Z71-175390	20-8087293	3 of 6

NEAL/LYNN MILLER FMLY FNDATN
NEAL P MILLER
17 BUCKINGHAM ST
CAMBRIDGE MA 02138-2219

Private Access: 800-544-5704
Visit Us Online: Fidelity.com

Additional Information

This detail information is not reported to the IRS. It may assist you in tax return preparation.

	Amount
Proceeds Investment Expenses	4.88-
Short-Term Realized Gain/Loss	73,254.46-
Long-Term Realized Gain/Loss	100,010.86-

Detail Information — Proceeds Investment Expenses

This detail information is not reported to the IRS. It may assist you in tax return preparation.

Description	CUSIP	Date	Amount	Total
SPDR GOLD TR GOLD SHS	78463V107	12/31/09	4.88-	4.88-
		Total Proceeds Investment Expenses		4.88-

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
FIRST INDL RLTY TR INC /32054K103						
08/05/09	11/03/09	4,700.000	19,740.89	25,226.98	f	5,486.09-
ISHARES TR FTSE XINHUA HK CHINA 25 INDEX/464287184						
04/07/09	08/31/09	400.000	15,619.83	12,083.76	f	3,536.07
MCCORMICK & SCHMICKS SEAFOOD RESTAURANTS/579793100						
03/13/09	11/03/09	100.000	557.98	316.50	f	241.48
03/13/09	11/03/09	100.000	559.78	316.50	f	243.28
03/13/09	11/03/09	100.000	561.58	316.50	f	245.08
03/13/09	11/03/09	1,200.000	6,727.02	3,796.40	f	2,930.62
03/13/09	11/03/09	1,500.000	8,444.28	4,740.00	f	3,704.28
		USD Subtotal	16,850.64	9,485.90		
NEW ORIENTAL ED & TECHNOLOGY GP INC /647581107						
04/10/08	03/31/09	300.000	14,972.71	20,528.00	f	5,555.29-
PLAINS EXPL & PRODTN CO /726505100						
07/30/08	03/13/09	450.000	7,603.43	25,188.56	f	17,585.13-
POWERSHARES DB MULTI SECTOR COMMODITY TR/73936B408						
05/28/09	08/31/09	1,000.000	25,671.44	27,705.36	f	2,033.92-
S & P 500 DEPOSITORY RECEIPT /78462F103						
11/03/08	03/16/09	80.000	6,117.56	7,768.00	f	1,650.44-
11/03/08	03/16/09	100.000	7,619.45	9,706.80	f	2,087.35-

Fidelity Investments

NEAL/LYNN MILLER FMLY FNDATN
NEAL P MILLER
17 BUCKINGHAM ST
CAMBRIDGE MA 02138-2219

Private Access: 800-544-5704
Visit Us Online: Fidelity.com

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
S & P 500 DEPOSITORY RECEIPT /78462F103						
11/03/08	03/16/09	110.000	8,379.52	10,676.60	f	2,297.08-
11/03/08	05/28/09	210.000	19,028.14	20,382.60	f	1,354.46-
		USD Subtotal	41,144.67	48,534.00		
SPDR GOLD TR GOLD SHS /78463V107						
12/01/09	12/31/09	0.000	4.88	4.85	f	0.03
SCHWAB CHARLES CORP NEW /808513105						
10/12/09	11/27/09	1,210.000	21,700.17	23,152.64	f	1,452.47-
TALBOTS INC /874161102						
09/18/08	05/08/09	2,000.000	5,013.87	29,224.00	f	24,210.13-
VMWARE INC CL A COM /928563402						
04/10/08	02/27/09	600.000	12,503.06	32,946.00	f	20,442.94-

Short-Term Realized Gain	10,900.84
Short-Term Realized Loss	84,155.30-
Short-Term Realized Disallowed Loss	0.00
Total Short-Term Realized Gain/Loss	**73,254.46-**

f - FIFO (First-in, First-out)

Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
FOSTER WHEELER AG ORD CHF3 /H27178104						
09/26/07	03/31/09	500.000	8,712.95	14,543.90	f	5,830.95-
ASTEC INDS INC /046224101						
03/09/07	08/05/09	100.000	2,866.92	3,899.00	f	1,032.08-
03/09/07	08/05/09	200.000	5,730.25	7,797.33	f	2,067.08-
03/09/07	08/05/09	200.000	5,731.85	7,795.67	f	2,063.82-
03/09/07	08/05/09	200.000	5,727.45	7,794.00	f	2,066.55-
03/09/07	08/05/09	300.000	8,598.37	11,691.00	f	3,092.63-
		USD Subtotal	28,654.84	38,977.00		
CAMERON INTL CORP COM /13342B105						
08/22/07	08/31/09	1,100.000	39,098.41	40,702.50	f	1,604.09-
FLIR SYS INC /302445101						
01/16/07	08/31/09	1,000.000	22,963.40	16,100.00	f	6,863.40

√

NEAL/LYNN MILLER FMLY FNDATN
NEAL P MILLER
17 BUCKINGHAM ST
CAMBRIDGE MA 02138-2219

Private Access: 800-544-5704
Visit Us Online: Fidelity.com

Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description, CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
INTERNAP DMC COM /45885A300						
01/11/07	05/08/09	300.000	3,410.91	7,053.00	f	3,642.09-
01/11/07	05/08/09	300.000	3,410.94	7,053.00	f	3,642.06-
01/11/07	05/08/09	300.000	3,413.94	7,053.00	f	3,639.06-
various	05/08/09	1,700.000	19,354.67	37,108.00	f	17,753.33-
12/19/07	10/12/09	330.000	4,677.90	7,079.34	f	2,401.44-
various	10/12/09	1,500.000	21,300.35	31,702.80	f	10,402.45-
04/18/08	12/01/09	770.000	9,429.87	16,183.86	f	6,753.99-
		USD Subtotal	64,998.58	113,233.00		
JA SOLAR HOLDINGS CO LTD ADR REPR 1 ORD /466090107						
various	12/22/09	2,550.000	15,707.24	50,837.49	f	35,130.25-
NATIONAL OILWELL VARCO INC /637071101						
04/06/07	08/05/09	1,000.000	35,912.47	35,288.00	f	624.47
04/18/07	08/31/09	500.000	18,164.03	19,918.00	f	1,753.97-
		USD Subtotal	54,076.50	55,206.00		
POTASH CORP OF SASKATCHEWAN COM NPV ISIN/73755L107						
08/02/07	11/27/09	100.000	11,149.71	8,329.60	f	2,820.11
08/02/07	11/27/09	180.000	20,082.08	14,993.28	f	5,088.80
		USD Subtotal	31,231.79	23,322.88		
RANGE RESOURCES CORP /75281A109						
07/30/08	11/03/09	350.000	17,936.42	17,524.62	f	411.80
SHAW GROUP INC /820280105						
various	03/13/09	1,300.000	35,255.60	48,199.20	f	12,943.60-
				Long-Term Realized Gain		15,808.58
				Long-Term Realized Loss		115,819.44-
				Long-Term Realized Disallowed Loss		0.00
				Total Long-Term Realized Gain/Loss		100,010.86-

f - FIFO (First-in, First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

To see the interactive *Helpful Hints for Completing Form 1040, Schedule D*, visit **Fidelity.com/ScheduleD**.

Important Tax Return Document Enclosed

Form **6781**

Department of the Treasury
Internal Revenue Service

Gains and Losses From Section 1256 Contracts and Straddles

▶ Attach to your tax return.

OMB No 1545-0644

2009

Attachment Sequence No 82

Name(s) shown on tax return: Miller Family Foundation

Identifying number: 20-8087293 ~~208-08-7293~~

Check all applicable boxes (see instructions).
A ☐ Mixed straddle election
B ☐ Straddle-by-straddle identification election
C ☐ Mixed straddle account election
D ☐ Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

(a) Identification of account	(b) (Loss)	(c) Gain
1 Fidelity Account Z71-175390, attchd		272.

2 Add the amounts on line 1 in columns (b) and (c)	2 ( )	272.
3 Net gain or (loss) Combine line 2, columns (b) and (c)	3	272.
4 Form 1099-B adjustments See instructions and attach schedule	4	
5 Combine lines 3 and 4	5	272.
Note: *If line 5 shows a net gain, skip line 6 and enter the gain on line 7 Partnerships and S corporations, see instructions*		
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number	6	
7 Combine lines 5 and 6	7	272.
8 **Short-term capital gain or (loss).** Multiply line 7 by 40% (.40) Enter here and include on the appropriate line of Schedule D (see instructions)	8	109.
9 **Long-term capital gain or (loss).** Multiply line 7 by 60% (.60) Enter here and include on the appropriate line of Schedule D (see instructions)	9	163.

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.

Section A - Losses From Straddles

(a) Description of property	(b) Date entered into or acquired / (c) Date closed out or sold Mo	Day	Yr	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss If column (e) is more than (d), enter difference Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss If column (f) is more than (g), enter difference Otherwise, enter -0-
10								

11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11a	( )
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11b	( )

Section B - Gains From Straddles

(a) Description of property	(b) Date entered into or acquired / (c) Date closed out or sold Mo	Day	Yr	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain If column (d) is more than (e), enter difference Otherwise, enter -0-
12						

13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D	13a	
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D	13b	

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired Mo	Day	Yr	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain If column (c) is more than (d), enter difference Otherwise, enter -0-
14						

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Fidelity Accnt #Z71-175390	2,797.	0.	2,797.
Powershares DB Agriculture Fd	11.	0.	11.
Total to Fm 990-PF, Part I, ln 4	2,808.	0.	2,808.

Form 990-PF Accounting Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	1,124.	1,124.		0.
To Form 990-PF, Pg 1, ln 16b	1,124.	1,124.		0.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Transaction costs	494.	494.		0.
Proceeds Investment Expenses	5.	5.		0.
Investment Expenses	49.	49.		0.
To Form 990-PF, Pg 1, ln 16c	548.	548.		0.

Form 990-PF	Taxes			Statement 4
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes pd	117.	117.		0.
Ma State taxes pd	35.	35.		0.
To Form 990-PF, Pg 1, ln 18	152.	152.		0.

Form 990-PF	Other Investments		Statement 5
Description	Valuation Method	Book Value	Fair Market Value
Fidelity Cash Reserves	COST	4,236.	4,236.
Portfolio (statement attached)	COST	459,573.	552,713.
Total to Form 990-PF, Part II, line 13		463,809.	556,949.