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Return of Private Foundation

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

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

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 MARLIN MILLER, JR. FAMILY FOUNDATION		A Employer identification number 23-2591890
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 211 NORTH TULPEHOCKEN RD		B Telephone number (610) 373-5320
	City or town, state, and ZIP code READING, PA 19601		C If exemption application is pending, check here ☐
	H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 22,880,021.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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 ☐

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 ☒ if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	55,866.	55,866.		STATEMENT 1	
	4 Dividends and interest from securities	414,889.	379,551.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	-7,213,795.				
	b Gross sales price for all assets on line 6a	25,849,474.				
	7 Capital gain net income (from Part IV, line 2)		0.			
	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	201,617.	201,617.		STATEMENT 3		
12 Total. Add lines 1 through 11	-6,541,423.	637,034.				
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					
	c Other professional fees	STMT 4	104,754.	104,754.		0.
	17 Interest					
	18 Taxes	STMT 5	6,269.	6,269.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 6	83,627.	83,627.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		194,650.	194,650.		0.
	25 Contributions, gifts, grants paid		12,176,916.			12,176,916.
26 Total expenses and disbursements. Add lines 24 and 25		12,371,566.	194,650.		12,176,916.	
27 Subtract line 26 from line 12		-18912989.				
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)			442,384.			
c Adjusted net income (if negative, enter -0-)				N/A		

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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		6,720,475.	2,534,358.	2,534,358.
	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			10,056.	10,056.
	10a	Investments - U.S. and state government obligations STMT 8		789,721.	1,819,748.	1,898,149.
	b	Investments - corporate stock STMT 9		24,895,834.	11,358,325.	11,534,022.
	c	Investments - corporate bonds STMT 10		199,426.	199,426.	206,164.
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 11		7,983,665.	6,689,910.	6,697,272.
	14	Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)		40,589,121.	22,611,823.	22,880,021.
	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 ▶ ☒				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		310,000.	310,000.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		40,279,121.	22,301,823.	
	30	Total net assets or fund balances		40,589,121.	22,611,823.	
	31	Total liabilities and net assets/fund balances		40,589,121.	22,611,823.	

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	40,589,121.
2	Enter amount from Part I, line 27a	2	-18,912,989.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	935,691.
4	Add lines 1, 2, and 3	4	22,611,823.
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	22,611,823.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENTS			
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 25,849,474.		33,063,269.	-7,213,795.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			-7,213,795.

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	-7,213,795.
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	2,235,943.	41,718,000.	.053597
2007	858,970.	15,561,267.	.055199
2006	704,400.	3,066,296.	.229723
2005	2,000.	2,743,629.	.000729
2004	856,150.	1,831,491.	.467461

2 Total of line 1, column (d)	2	.806709
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	.161342
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	27,493,856.
5 Multiply line 4 by line 3	5	4,435,914.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,424.
7 Add lines 5 and 6	7	4,440,338.
8 Enter qualifying distributions from Part XII, line 4	8	12,176,916.

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 ☒ and enter 1% of Part I, line 27b		1	4,424.
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	4,424.
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	4,424.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	14,480.	
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	14,480.	
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	10,056.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 10,056. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARLIN MILLER, JR. Located at ► 211 NORTH TULPEHOCKEN RD, READING, PA	Telephone no ► (610) 373-1482 ZIP+4 ► 19601		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c
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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ 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)		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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
MARLIN MILLER, JR. C/O 211 NORTH TULPEHOCKEN ROAD, READI	TRUSTEE 0.50	0.	0.	0.
ERIC MILLER C/O 211 NORTH TULPEHOCKEN ROAD, READI	TRUSTEE 0.50	0.	0.	0.
JAMES H. MILLER C/O 211 NORTH TULPEHOCKEN ROAD, READI	TRUSTEE 0.50	0.	0.	0.
REGINA MILLER C/O 211 NORTH TULPEHOCKEN ROAD, READI	TRUSTEE 0.50	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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	16,253,204.
b	Average of monthly cash balances	1b	9,457,720.
c	Fair market value of all other assets	1c	2,201,620.
d	Total (add lines 1a, b, and c)	1d	27,912,544.
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	27,912,544.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	418,688.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,493,856.
6	Minimum investment return. Enter 5% of line 5	6	1,374,693.

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

1	Minimum investment return from Part X, line 6	1	1,374,693.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,424.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,424.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,370,269.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,370,269.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,370,269.

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	12,176,916.
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	12,176,916.
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	4,424.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,172,492.

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				1,370,269.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	765,371.			
b From 2005				
c From 2006	565,423.			
d From 2007	858,970.			
e From 2008	164,497.			
f Total of lines 3a through e	2,354,261.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 12,176,916.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,370,269.
e Remaining amount distributed out of corpus	10,806,647.			
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	13,160,908.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	765,371.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	12,395,537.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	565,423.			
c Excess from 2007	858,970.			
d Excess from 2008	164,497.			
e Excess from 2009	1,080,664.			

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	WELLS FARGO ADVISORS - SEE ATTACHED	P	VARIOUS	VARIOUS
b	WELLS FARGO ADVISORS - SEE ATTACHED	P	VARIOUS	VARIOUS
c	STATE STREET BANK - SEE ATTACHED	P	VARIOUS	VARIOUS
d	STATE STREET BANK - SEE ATTACHED	P	VARIOUS	VARIOUS
e	POWERSHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	VARIOUS
f	POWERSHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	VARIOUS
g	POWERSHARES DB COMMODITY INDEX TRACKING FUND - 12	P	VARIOUS	VARIOUS
h	CIS MICROCAP GROWTH PARTNERS	P	VARIOUS	VARIOUS
i	CIS MICROCAP GROWTH PARTNERS	P	VARIOUS	VARIOUS
j	SCS EQUITY STRATEGIES FUND LLC	P	VARIOUS	VARIOUS
k	SCS EQUITY STRATEGIES FUND LLC	P	VARIOUS	VARIOUS
l	SCS NAVIGATOR FUND	P	VARIOUS	VARIOUS
m	SCS NAVIGATOR FUND	P	VARIOUS	VARIOUS
n	FROM FORM 6781, PART I	P	VARIOUS	VARIOUS
o	FROM FORM 6781, PART II, A	P	VARIOUS	VARIOUS

(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 208,520.		212,942.	-4,422.
b 844,251.		1,442,431.	-598,180.
c 2,186,696.		2,116,108.	70,588.
d 284,132.		437,103.	-152,971.
e 744.			744.
f 1,429.			1,429.
g 5,057.			5,057.
h 16,445.			16,445.
i		92,036.	-92,036.
j 16,982.			16,982.
k 13.			13.
l		147,951.	-147,951.
m		259,475.	-259,475.
n 1,096,939.		719,062.	377,877.
o 164,703.		390,606.	-225,903.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-4,422.
b			-598,180.
c			70,588.
d			-152,971.
e			744.
f			1,429.
g			5,057.
h			16,445.
i			-92,036.
j			16,982.
k			13.
l			-147,951.
m			-259,475.
n			377,877.
o			-225,903.

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

2

3 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

MARLIN MILLER, JR. FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FROM FORM 6781, PART II, B	P	VARIOUS	VARIOUS
b	CONNORS SHORT TERM - SEE ATTACHED	P	VARIOUS	VARIOUS
c	CONNORS LONG TERM - SEE ATTACHED	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 729,545.		190,034.	539,511.
b 13,515,340.		14,511,176.	-995,836.
c 6,776,087.		12,544,345.	-5,768,258.
d 2,591.			2,591.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			539,511.
b			-995,836.
c			-5,768,258.
d			2,591.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-7,213,795.
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

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

SOURCE	AMOUNT
WACHOVIA BANK	55,866.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	55,866.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	188,955.	987.	187,968.
CIS MICROCAP GROWTH PARTNERS	7,373.	0.	7,373.
POWERSHARES DB COMMODITY INDEX TRACKING FUND	49.	0.	49.
SCS EQUITY STRATEGIES FUND, LLC	16,480.	0.	16,480.
SCS NAVIGATOR FUND, LLC	33,738.	0.	33,738.
STATE STREET BANK & TRUST COMPANY	114,153.	1,604.	112,549.
WELLS FARGO ADVISORS	56,732.	0.	56,732.
TOTAL TO FM 990-PF, PART I, LN 4	417,480.	2,591.	414,889.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	201,617.	201,617.	
TOTAL TO FORM 990-PF, PART I, LINE 11	201,617.	201,617.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONNORS INVESTOR SERVICES MANAGEMENT FEES	49,413.	49,413.		0.
WELLS FARGO ADVISORY FEES	3,205.	3,205.		0.
STATE STREET ADVISORY FEES	36,975.	36,975.		0.
ACCOUNTING FEES	15,161.	15,161.		0.
TO FORM 990-PF, PG 1, LN 16C	104,754.	104,754.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	6,269.	6,269.		0.
TO FORM 990-PF, PG 1, LN 18	6,269.	6,269.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS	83,627.	83,627.		0.
TO FORM 990-PF, PG 1, LN 23	83,627.	83,627.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
TAX/BOOK DIFFERENCES IN INCOME FROM PASSTHROUGH	935,691.
TOTAL TO FORM 990-PF, PART III, LINE 3	935,691.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE STREET		X	1,819,748.	1,898,149.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,819,748.	1,898,149.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,819,748.	1,898,149.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WACHOVIA SECURITIES (A/C 5970-2929)	4,596,967.	3,807,777.
STATE STREET	1,421,744.	1,564,748.
CONNORS INVESTOR SERVICES	5,339,614.	6,161,497.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,358,325.	11,534,022.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE STREET	199,426.	206,164.
TOTAL TO FORM 990-PF, PART II, LINE 10C	199,426.	206,164.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORWICH VENTURES PARTNERS III, LP	COST	969,633.	969,633.
SCS NAVIGATOR FUND LLC	COST	965,755.	963,092.
SCS EQUITY STRATEGIES FUND, LLC	COST	858,744.	859,466.
CIS MICROCAP GROWTH PARTNERS	COST	777,443.	777,443.
ARCHSTONE OFFSHORE FUND, LTD.	COST	651,366.	598,735.
SCS OPPORTUNITIES FUND LLC	COST	2,050,000.	2,101,339.
READING LUXURY HOTELS LLC	COST	75,000.	75,000.
CYAN OPPORTUNITIES FUND	COST	261,642.	261,642.
POWERSHARES DB COMMODITY INDEX TRACKING FUND	COST	80,327.	90,922.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,689,910.	6,697,272.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A SAFE PLACE INC. 24 AMELIA DRIVE NANTUCKET, MA 02554	N/A ANNUAL FUND	PUBLIC	250.
ALVERNIA COLLEGE 400 SAINT BERNARDINE STREET READING, PA 19607	N/A CAPITAL CAMPAIGN	PUBLIC	50,000.
AMERICAN CRAFT COUNCIL 72 SPRING STREET NEW YORK, NY 10012	N/A ANNUAL FUND	PUBLIC	70,000.
ARCHIE BRAY FOUNDATION 2915 COUNTRY CLUB AVENUE HELENA, MT 59602	N/A ANNUAL FUND	PUBLIC	500.
BERKS CLASSICAL CHILDREN'S CHORUS 201 WASHINGTON STREET READING, PA 19601	N/A ANNUAL FUND	PUBLIC	250.
BERKS COUNTY COMMUNITY FOUNDATION P.O. BOX 212 READING, PA 19603	N/A ANNUAL FUND	PUBLIC	2,000.
BERKS ENCORE 40 NORTH NINTH STREET READING, PA 19601	N/A ANNUAL FUND	PUBLIC	1,000.
CARON FOUNDATION GALEN HALL ROAD WERNERSVILLE, PA 19565	N/A ANNUAL FUND, CAPITAL CAMPAIGN	PUBLIC	30,000.

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CERF P.O. BOX 3007 URBANA, IL 61803	N/A ANNUAL FUND	PUBLIC	500.
COMMUNITY SCHOOL OF MUSIC & THE ARTS 201 WASHINGTON STREET READING, PA 19601	N/A ANNUAL FUND	PUBLIC	1,000.
DANA FARBER CANCER INST. 10 BROOKLINE PLACE BROOKLINE, MA 024457226	N/A ANNUAL FUND	PUBLIC	420,000.
EGAN MARITIME FOUNDATION 4 WINTER STREET NANTUCKET, MA 02554	N/A ANNUAL FUND	PUBLIC	53,000.
FRIENDS OF NANTUCKET PUBLIC SCHOOLS 10 SURFSIDE ROAD NANTUCKET, MA 02554	N/A ANNUAL FUND	PUBLIC	55.
FRIENDS OF THE READING HOSPITAL AND MEDICAL CENTER P.O. BOX 16052 READING, PA 196126052	N/A ANNUAL FUND	PUBLIC	2,500.
GOGGLE WORKS CENTER FOR THE ARTS 201 WASHINGTON STREET READING, PA 19601	N/A CAPITAL CAMPAIGN, ANNUAL FUND	PUBLIC	298,500.
GREATER READING FOOD BANK 1011 TUCKERTON COURT READING, PA 19605	N/A ANNUAL FUND	PUBLIC	1,000.
GREENFIELDS FIRE COMPANY 2301 BERNVILLE ROAD READING, PA 19605	N/A ANNUAL FUND	PUBLIC	250.
HARVARD BUSINESS SCHOOL SOLDIERS FIELD BOSTON, MA 02163	N/A ANNUAL FUND	PUBLIC	10,000.

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HAWK MOUNTAIN COUNCIL B.S.A. 5027 POTTSVILLE PIKE READING, PA 19605	N/A CAPITAL CAMPAIGN	PUBLIC	5,500.
HAYSTACK MOUNTAIN SCHOOL OF CRAFTS 89 HAYSTACK SCHOOL DRIVE DEER ISLE, ME 04627	N/A CAPITAL CAMPAIGN, ANNUAL FUND, SCHOLARSHIP FUND	PUBLIC	105,350.
HISPANIC CENTER 501 WASHINGTON ST. P.O. BOX 8652 READING, PA 19603	N/A ANNUAL FUND	PUBLIC	1,000.
JUNIOR ACHIEVEMENT OF GREATER READING & LEHIGH VALLEY 35 N. 6TH STREET, SUITE M-102 READING, PA 19601	N/A ANNUAL FUND	PUBLIC	5,000.
JUVENILE DIABETES RESEARCH FOUNDATION 906 PENN AVE., SUITE LL WYOMISSING, PA 19610	N/A ANNUAL FUND	PUBLIC	1,000.
KUTZTOWN UNIVERSITY FOUNDATION, INC. P.O. BOX 151 KUTZTOWN, PA 19530	N/A SCHOLARSHIP FUND	PUBLIC	250,500.
LITERACY COUNCIL OF READING-BERKS, INC. 35 SOUTH DWIGHT ST WEST LAWN, PA 196091830	N/A ANNUAL FUND	PUBLIC	2,500.
LONGHOUSE RESERVE 133 HANDS CREEK ROAD EAST HAMPTON, NY 11937	N/A ANNUAL FUND	PUBLIC	500.
MARIA MITCHELL ASSOCIATION 4 VESTAL STREET NANTUCKET, MA 02554	N/A ANNUAL FUND	PUBLIC	1,000.
MILLER KEYSTONE BLOOD CENTER 1465 VALLEY CENTER PARKWAY BETHLEHEM, PA 18017	N/A ANNUAL FUND	PUBLIC	2,500.

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NANTUCKET CONSERVATION FOUNDATION 118 CLIFF ROAD NANTUCKET, MA 02554	N/A ANNUAL FUND	PUBLIC	1,000.
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	N/A ANNUAL FUND	PUBLIC	1,000.
NANTUCKET HISTORICAL ASSOCIATION P.O. BOX 1016 NANTUCKET, MA 02554	N/A ANNUAL FUND	PUBLIC	1,000.
NANTUCKET LAND COUNCIL 6 ASH LANE NANTUCKET, MA 02554	N/A ANNUAL FUND	PUBLIC	1,000.
OPPORTUNITY HOUSE 430 N. 2ND STREET READING, PA 19601	N/A ANNUAL FUND	PUBLIC	40,000.
PHILADELPHIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 19103	N/A ANNUAL FUND	PUBLIC	1,000.
PLANNED PARENTHOOD OF N.E. PA P.O. BOX 813 TREXLERTOWN, PA 180870813	N/A ANNUAL FUND	PUBLIC	10,000.
PMC JIMMY FUND 77 FOURTH AVENUE NEEDHAM, MA 02494	N/A ANNUAL FUND	PUBLIC	1,000.
READING MUSIC FOUNDATION P.O. BOX 18435 READING, PA 19612	N/A ANNUAL FUND	PUBLIC	2,500.
READING PUBLIC LIBRARY FOUNDATION 100 S. 5TH STREET READING, PA 19602	N/A ANNUAL FUND	PUBLIC	500.

MARLIN MILLER, JR. FAMILY FOUNDATION

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READING PUBLIC MUSEUM 500 MUSEUM ROAD READING, PA 19611	N/A ANNUAL FUND	PUBLIC	25,000.
READING SYMPHONY ORCHESTRA 147 N. FIFTH STREET READING, PA 19601	N/A ANNUAL FUND	PUBLIC	25,000.
RIVERPLACE DEVELOPMENT CORP. 201 WASHINGTON STREET READING, PA 19601	N/A ANNUAL FUND	PUBLIC	50,000.
SANTA BARBARA MUSEUM OF ART 1130 STATE STREET SANTA BARBARA, CA 93101	N/A ANNUAL FUND	PUBLIC	250.
THE ALFRED UNIVERSITY SAXON DRIVE ALFRED, NY 14802	N/A ANNUAL FUND, EARTH CLOUD, ETC.	PUBLIC	9,580,000.
THE BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET, 8TH FLOOR NEW YORK, NY 10022	N/A ANNUAL FUND	PUBLIC	1,000.
THE FOUNDATION FOR READING AREA COMMUNITY COLLEGE 10 SOUTH SECOND STREET READING, PA 19603	N/A ANNUAL FUND	PUBLIC	518,961.
THE NANTUCKET ANTHENEUM 1 INDIA STREET NANTUCKET, MA 02554	N/A ANNUAL FUND	PUBLIC	1,000.
THE RUTH CHANDLER WILLIAMSON GALLERY AT SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	N/A ANNUAL FUND	PUBLIC	5,000.
THE SCHEIN JOSEPH INTERNATIONAL MUSEUM OF CERAMIC ART SAXON DRIVE ALFRED, NY 14802	N/A ANNUAL FUND	PUBLIC	2,500.

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THE STAR SERIES ASSOCIATION P.O. BOX 6994 WYOMISSING, PA 19610	N/A ANNUAL FUND	PUBLIC	500.
UNITED WAY OF BERKS COUNTY 501 WASHINGTON ST. P.O. BOX 702 READING, PA 19601	N/A ANNUAL FUND	PUBLIC	30,000.
UNIVERSITY OF CALIFORNIA REGENTS 1111 FRANKLIN STREET, 12TH FLOOR OAKLAND, CA 94607	N/A ANNUAL FUND	PUBLIC	2,000.
WATERSHED CENTER 19 BRICK HILL ROAD NEWCASTLE, ME 04553	N/A ANNUAL FUND	PUBLIC	1,000.
WOOD TO WONDERFUL 1044 N. 8TH STREET READING, PA 19604	N/A ANNUAL FUND	PUBLIC	500.
ALBRIGHT COLLEGE 1621 N. 13TH STREET READING, PA 19604	N/A ANNUAL FUND	PUBLIC	501,000.
BERKS VISITING NURSE ASSOCIATION 1170 BERKSHIRE BLVD WYOMISSING, PA 19610	N/A ANNUAL FUND	PUBLIC	3,500.
BREAST CANCER SUPPORT SERVICES OF BERKS COUNTY 529 READING AVENUE, SUITE C WEST READING, PA 19611	N/A ANNUAL FUND	PUBLIC	500.
THE FALL FESTIVAL OF THE ARTS PO BOX 8512 READING, PA 19603	N/A ANNUAL FUND	PUBLIC	500.
FFEW 3340 POPLAR AVENUE MEMPHIS, TN 38111	N/A ANNUAL FUND	PUBLIC	1,050.

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FRIENDS OF CONTEMPORARY CERAMICS 615 THIRD KEY DRIVE FORT LAUDERDALE, FL 33304	N/A ANNUAL FUND	PUBLIC	250.
PENLAND SCHOOL OF CRAFTS PO BOX 37 PENLAND, NC 28765	N/A ANNUAL FUND	PUBLIC	1,000.
SANTA BARBARA ENSEMBLE THEATER CO. 914 SANTA BARBARA STREET SANTA BARBARA, CA 93101	N/A ANNUAL FUND	PUBLIC	1,000.
SANTA BARBARA SAVE EPV PO BOX 2459 SANTA BARBARA, CA 93120	N/A ANNUAL FUND	PUBLIC	1,000.
SCHUYLKILL VALLEY SCHOOL DISTRICT 929 LAKESHORE DRIVE LEESPORT, PA 19533	N/A ANNUAL FUND	PUBLIC	38,000.
STORM KING ARTS CENTER PO BOX 280 MOUNTAINVILLE, NY 10953	N/A ANNUAL FUND	PUBLIC	6,000.
MARYLAND INSTITUTE OF COLLEGE ARTS - WARREN SEELIG RETROSPECTIVE - 1300 W. MOUNT ROYAL AVE BALTIMORE, MD 21217	N/A ANNUAL FUND	PUBLIC	5,000.
WHYY 150 N. 6TH STREET PHILADELPHIA, PA 19106	N/A ANNUAL FUND	PUBLIC	500.
YOUTH ART CONNECTION 63 AUBURN AVE. NE ATLANTA, GA 30303	N/A ANNUAL FUND	PUBLIC	250.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

12,176,916.

REPORT OF SECURITIES GAINS AND LOSSES

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FOR THE PERIOD

1/01/09 -- 12/31/09

FOR-- Marlin, Jr.

Miller Family Foundation

SHORT-TERM CAPITAL GAINS AND LOSSES--ASSETS HELD ONE YEAR OR LESS

# SHARES, BONDS CALLS/PUTS	DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS) FOR ENTIRE YEAR
179 SHRS	ISHRS RUSSELL 2000 INDEX	3/20/2008	2/02/2009	7,968.08	12,147.34	(4,179.26)
1,700 SHRS	ISHRS RUSSELL 2000 INDEX	3/20/2008	2/03/2009	75,674.44	115,365.80	(39,691.36)
2,121 SHRS	ISHRS RUSSELL 2000 INDEX	3/20/2008	2/03/2009	94,414.99	143,935.81	(49,520.82)
6,000 SHRS	ISHRS RUSSELL 2000 INDEX	2/15/2008	2/02/2009	267,086.25	415,689.95	(148,603.70)
13,000 SHRS	ISHRS RUSSELL 2000 INDEX	7/18/2008	2/02/2009	578,686.89	903,099.45	(324,412.56)
500 SHRS	S&P 500 INDEX DEP REC	3/20/2008	2/02/2009	40,969.87	65,792.24	(24,822.37)
500 SHRS	S&P 500 INDEX DEP REC	3/20/2008	2/02/2009	40,969.87	65,792.24	(24,822.37)
500 SHRS	S&P 500 INDEX DEP REC	3/20/2008	2/02/2009	40,969.87	65,792.24	(24,822.37)
3,000 SHRS	S&P 500 INDEX DEP REC	2/15/2008	2/02/2009	245,819.22	402,069.95	(156,250.73)
4,000 SHRS	S&P 500 INDEX DEP REC	9/19/2008	2/02/2009	327,758.96	497,394.95	(169,635.99)
5,000 SHRS	S&P 500 INDEX DEP REC	6/20/2008	2/02/2009	409,698.70	661,908.95	(252,210.25)
8,000 SHRS	S&P 500 INDEX DEP REC	11/20/2008	2/02/2009	655,517.00	638,364.00	17,153.00
8,000 SHRS	S&P 500 INDEX DEP REC	11/20/2008	2/02/2009	655,518.87	638,364.21	17,154.66
70,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	4/17/2009	70,000.00	70,000.00	.00
13,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	4/27/2009	13,000.00	13,000.00	.00
5,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	5/15/2009	5,000.00	5,000.00	.00
1,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	7/17/2009	1,000.00	1,000.00	.00
800,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	8/11/2009	800,000.00	800,000.00	.00
800,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	8/11/2009	800,000.00	800,000.00	.00
800,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	8/11/2009	800,000.00	800,000.00	.00
800,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	8/11/2009	800,000.00	800,000.00	.00
500,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	8/21/2009	500,000.00	500,000.00	.00
500,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	8/21/2009	500,000.00	500,000.00	.00
35,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	8/21/2009	35,000.00	35,000.00	.00
15,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	8/31/2009	15,000.00	15,000.00	.00
525,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	9/18/2009	525,000.00	525,000.00	.00
525,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	9/18/2009	525,000.00	525,000.00	.00
900,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	10/22/2009	900,000.00	900,000.00	.00
1,000 SHRS	iShares TR Barclay Bond	2/11/2009	10/27/2009	104,132.85	101,321.79	2,811.06
400 SHRS	iShares TR Barclay Bond	2/11/2009	10/27/2009	41,653.13	40,528.72	1,124.41
300 SHRS	iShares TR Barclay Bond	2/11/2009	10/27/2009	31,239.85	30,396.54	843.31
100 SHRS	iShares TR Barclay Bond	2/11/2009	10/27/2009	10,413.28	10,132.18	281.10
100 SHRS	iShares TR Barclay Bond	2/11/2009	10/27/2009	10,413.28	10,132.18	281.10
100 SHRS	iShares TR Barclay Bond	2/11/2009	10/27/2009	10,413.28	10,132.18	281.10
4,800 SHRS	iShares Barclay Int'l Bond	2/12/2009	10/27/2009	508,508.22	504,409.84	4,098.38
911,000 SHRS	SCHWAB VALUE ADVANTAGE MF	2/13/2009	10/27/2009	911,000.00	911,000.00	.00
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.85	6,156.06	(152.21)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.85	6,156.06	(152.21)
300 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	18,011.54	18,468.17	(456.63)
300 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	18,011.54	18,468.17	(456.63)

REPORT OF SECURITIES GAINS AND LOSSES

PAGE-- 2

FOR THE PERIOD

1/01/09 -- 12/31/09

FOR-- Marlin, Jr.

Miller Family Foundation

SHORT-TERM CAPITAL GAINS AND LOSSES--ASSETS HELD ONE YEAR OR LESS

# SHARES, BONDS CALLS/PUTS	DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS) FOR ENTIRE YEAR
300 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	18,011.54	18,468.17	(456.63)
300 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	18,011.54	18,468.17	(456.63)
1,600 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	96,061.53	98,496.90	(2,435.37)
2,300 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	138,086.18	141,589.28	(3,503.10)
700 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	42,026.91	43,082.39	(1,055.48)
600 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	36,022.77	36,936.34	(913.57)
300 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	18,011.41	18,468.17	(456.76)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.80	6,156.06	(152.26)
200 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	12,007.61	12,312.11	(304.50)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.79	6,156.06	(152.27)
200 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	12,007.59	12,312.11	(304.52)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.79	6,156.06	(152.27)
200 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	12,007.59	12,312.11	(304.52)
300 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	18,011.38	18,468.16	(456.78)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.85	6,156.05	(152.20)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.86	6,156.05	(152.19)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.79	6,156.05	(152.26)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.80	6,156.05	(152.25)
200 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	12,007.59	12,312.09	(304.50)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.79	6,156.05	(152.26)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.80	6,156.05	(152.25)
100 SHRS	ISHRS RUSSELL 2000 INDEX	9/18/2009	11/17/2009	6,003.83	6,156.05	(152.22)
7,000 SHRS	S&P 500 INDEX DEP REC	11/20/2008	11/17/2009	776,201.10	558,568.59	217,632.51

13,515,340.39 14,511,176.37
=====

SHORT-TERM LOSS FOR PERIOD
SHORT-TERM GAIN FOR PERIOD

(1,257,496.61)
261,660.63

NET SHORT-TERM CAPITAL GAIN OR (LOSS)

(995,835.98)

REPORT OF SECURITIES GAINS AND LOSSES

PAGE- 1

FOR THE PERIOD
1/01/09 -- 12/31/09
FOR-- Marlin, Jr.
Miller Family Foundation

LONG-TERM CAPITAL GAINS AND LOSSES--ASSETS HELD MORE THAN ONE YEAR

# SHARES, BONDS CALLS/PUTS	DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS) FOR ENTIRE YEAR
10,000 SHRS	ISHRS RUSSELL 2000 INDEX	11/09/2007	2/02/2009	445,143.76	768,009.95	(322,866.19)
9,666.6667 SHRS	ISHRS RUSSELL 2000 INDEX	10/08/2007	2/02/2009	430,305.00	806,684.00	(376,379.00)
9,666.6667 SHRS	ISHRS RUSSELL 2000 INDEX	10/08/2007	2/02/2009	430,305.00	806,684.00	(376,379.00)
9,666.6667 SHRS	ISHRS RUSSELL 2000 INDEX	10/08/2007	2/02/2009	430,305.00	806,684.00	(376,379.00)
9,666.6667 SHRS	ISHRS RUSSELL 2000 INDEX	10/08/2007	2/02/2009	430,305.00	806,684.00	(376,379.00)
9,666.6667 SHRS	ISHRS RUSSELL 2000 INDEX	10/08/2007	2/02/2009	430,305.00	806,684.00	(376,379.00)
9,666.6667 SHRS	ISHRS RUSSELL 2000 INDEX	10/08/2007	2/02/2009	430,305.00	806,684.00	(376,379.00)
9,666.6667 SHRS	ISHRS RUSSELL 2000 INDEX	10/08/2007	2/02/2009	430,305.00	806,684.00	(376,379.00)
9,666.6667 SHRS	ISHRS RUSSELL 2000 INDEX	10/08/2007	2/02/2009	430,305.00	806,684.00	(376,379.00)
9,666.6664 SHRS	ISHRS RUSSELL 2000 INDEX	10/08/2007	2/02/2009	430,310.72	806,687.62	(376,376.90)
5,000 SHRS	S&P 500 INDEX DEP REC	10/08/2007	2/02/2009	409,698.00	774,801.00	(365,103.00)
5,000 SHRS	S&P 500 INDEX DEP REC	10/08/2007	2/02/2009	409,698.00	774,803.97	(365,103.86)
5,000 SHRS	S&P 500 INDEX DEP REC	11/09/2007	2/02/2009	409,698.00	730,589.00	(320,891.00)
5,000 SHRS	S&P 500 INDEX DEP REC	11/09/2007	2/02/2009	409,698.00	730,589.00	(320,891.00)
5,000 SHRS	S&P 500 INDEX DEP REC	11/09/2007	2/02/2009	409,700.11	730,591.45	(320,891.34)

6,776,086.70 12,544,344.99
=====

LONG-TERM LOSS FOR PERIOD
LONG-TERM GAIN FOR PERIOD

(5,768,258.29)
.00

NET LONG-TERM CAPITAL GAIN OR (LOSS)

(5,768,258.29)

* * CONNORS INVESTOR SERVICES, INC. * *
 - FORM 6781 - PART I -
 SECTION 1256 CONTRACTS
 (INDEX OPTIONS)
 1/01/09 -- 12/31/09

FOR-- Marlin, Jr.
 Miller Family Foundation

NO. OF OPTIONS		DESCRIPTION	OPT TYPE	DATE ACQUIRED	DATE EXPIRED/ SOLD	COST/PRIOR YEAR END MKT. VALUE	PROCEEDS/ YEAR END MKT. VALUE	REPORTABLE LOSS	REPORTABLE GAIN	DAYS TILL EXPIRATION
40	JAN 60	ISHRS RUSSELL 2000 IND	CALL	---OPEN---	12/15/2009	61,600.00	50,135.00	11,465.00-	.00	32
19	JAN 115	S&P 500 INDEX DEP REC	CALL	---OPEN---	12/15/2009	28,880.00	40,856.92	.00	11,976.92	32
120	FEB 470	ISHRS RUSSELL 2000 IND	CALL	2/02/2009	1/16/2009	105,840.00	264,972.80	.00	159,132.80	36
60	FEB 850	S&P 500 INDEX DEP REC	CALL	2/02/2009	1/16/2009	95,520.00	239,873.02	.00	144,353.02	36
26	FEB 850	S&P 500 INDEX DEP REC	CALL	2/21/2009	1/16/2009	.00	103,944.98	.00	103,944.98	36
26	JUN 895	S&P 500 INDEX DEP REC	CALL	6/19/2009	5/15/2009	81,055.00	71,796.80	9,258.20-	.00	36
26	AUG 940	S&P 500 INDEX DEP REC	CALL	8/21/2009	7/17/2009	210,275.00	61,238.00	148,977.00-	.00	36
40	DEC 600	ISHRS RUSSELL 2000 IND	CALL	12/15/2009	11/17/2009	55,545.00	74,356.80	.00	18,811.80	32
16	NOV 620	ISHRS RUSSELL 2000 IND	CALL	11/17/2009	10/16/2009	990.72	25,560.00	.00	24,569.28	36
24	NOV 620	ISHRS RUSSELL 2000 IND	CALL	11/17/2009	10/16/2009	1,486.08	38,333.82	.00	36,847.74	36
9	NOV 620	ISHRS RUSSELL 2000 IND	CALL	11/17/2009	10/16/2009	475.00	14,375.18	.00	13,900.18	36
26	NOV 1085	S&P 500 INDEX DEP REC	CALL	11/17/2009	10/16/2009	54,652.00	64,923.00	.00	10,271.00	36
19	DEC 1105	S&P 500 INDEX DEP REC	CALL	12/15/2009	11/17/2009	22,742.92	46,512.00	.00	23,769.08	32

TOTALS - LINE 2 FORM 6781

169,700.20-

547,576.80

NET GAIN OR LOSS - LINE 3 FORM 6781

377,876.60

TAXPAYERS MUST REPORT THE GAINS AND LOSSES FROM INDEX OPTIONS
 ON FORM 6781 WHEN FILING FEDERAL INCOME TAX

For tax purposes, Section 1256 contracts (index options)
 held at year end are treated as if they were sold at fair
 market value on the last business day of the tax year.

The information on this report is to be entered on
 Lines 1, 2, and 3 of Part I - FORM 6781.

* * CONNORS INVESTOR SERVICES, INC. * *
 - FORM 6781 - PART II, A -
 LOSSES FROM STRADDLES

1/01/09 -- 12/31/09

FOR-- Marlin, Jr.
 Miller Family Foundation

NO. OF OPTIONS	DESCRIPTION	OPT TYPE	DATE ACQUIRED	DATE EXPIRED/ SOLD	COST/PRIOR YEAR END MKT. VALUE	PROCEEDS/ YEAR END MKT. VALUE	REPORTABLE LOSS	DAYS TILL EXPIRATION
17	SEP 590 ISHRS RUSSELL 2000 IND	CALL	9/18/2009	8/21/2009	46,860.50	20,527.50	26,333.00-	29
26	SEP 1025 S&P 500 INDEX DEP REC	CALL	9/18/2009	8/21/2009	121,147.00	58,438.00	62,709.00-	29
26	APR 785 S&P 500 INDEX DEP REC	CALL	4/17/2009	3/20/2009	222,599.00	85,738.00	136,861.00-	29

LINE 10, UNRECOGNIZED GAINS ON OFFSETTING POSITIONS (g)

700,028.64 SUM OF LOSSES (f)

225,903.00-

RECOGNIZED LOSS (h)

.00

=====

** CONNORS INVESTOR SERVICES, INC. **
 - FORM 6781 - PART II, B -
 GAINS FROM STRADDLES

1/01/09 -- 12/31/09

FOR-- Marlin, Jr.
 Miller Family Foundation

NO. OF OPTIONS	DESCRIPTION	OPT TYPE	DATE ACQUIRED	DATE EXPIRED/ SOLD	COST/PRIOR YEAR END MKT. VALUE	PROCEEDS/ YEAR END MKT. VALUE	REPORTABLE GAIN	DAYS TILL EXPIRATION
120	JAN 500 ISHRS RUSSELL 2000 IND	CALL	1/17/2009	12/19/2008	.00	189,600.00	189,600.00	29
26	MAY 865 S&P 500 INDEX DEP REC	CALL	5/15/2009	4/17/2009	67,821.00	74,295.00	6,474.00	29
26	MAR 770 S&P 500 INDEX DEP REC	CALL	3/20/2009	2/20/2009	50,505.00	88,858.00	38,353.00	29
86	JAN 905 S&P 500 INDEX DEP REC	CALL	1/17/2009	12/19/2008	.00	208,980.00	208,980.00	29
26	JUL 930 S&P 500 INDEX DEP REC	CALL	7/17/2009	6/19/2009	26,143.00	56,878.00	30,735.00	29
1	OCT 620 ISHRS RUSSELL 2000 IND	CALL	10/17/2009	9/18/2009	.00	1,527.50	1,527.50	29
15	OCT 620 ISHRS RUSSELL 2000 IND	CALL	10/17/2009	9/18/2009	.00	22,912.50	22,912.50	29
17	OCT 620 ISHRS RUSSELL 2000 IND	CALL	10/17/2009	9/18/2009	.00	25,456.00	25,456.00	29
26	OCT 1070 S&P 500 INDEX DEP REC	CALL	10/16/2009	9/18/2009	45,565.00	61,038.00	15,473.00	29
						GAIN(f)	539,511.00	

Realized Gain/Loss

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As of Date: 2/05/10

Account Number: 5970-2929
 MARLIN MILLER JR FAMILY
 FOUNDATION
 ATTN MARLIN MILLER JR

Realized Gain/Loss Detail for Year

Short Term							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ARTIO GLOBAL INVT FDS INTL EQUITY FD CL I	267.9741	24.3000	01/05/09	04/20/09	5,713.22	6,511.76	-798.54
BLACKROCK FUNDS LARGE CAP VALUE FD CL A	113.8660	11.6200	12/19/08	07/08/09	1,233.18	1,323.12	-89.94
ISHARES MSCI MEXICO INVESTABLE MARKET INDEX FUND	1,670.0000	53.4246	07/16/08	02/03/09	45,861.78	89,219.09	-43,357.31
	200.0000	53.4246	07/16/08	02/03/09	5,491.96	10,684.91	-5,192.95
WISDOMTREE EMERGING MARKETS EQUITY INCOME FD	3,107.0000	33.8600	04/21/09	12/22/09	150,219.58	105,203.02	45,016.56
Total - Short Term					\$208,519.72	\$212,941.90	-\$4,422.18
Long Term							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ARTIO GLOBAL INVT FDS INTL EQUITY FD CL I	872.5790	26.5000	12/29/03	04/20/09	18,603.38	23,123.33	-4,519.95
	34.2880	31.8900	12/31/04	04/20/09	731.01	1,093.45	-362.44
	17.8820	31.8900	12/31/04	04/20/09	381.24	570.26	-189.02
	25.1980	31.8900	12/31/04	04/20/09	537.22	803.56	-266.34
	74.7740	36.4100	01/03/06	04/20/09	1,594.18	2,722.53	-1,128.35
	35.5900	36.4100	01/03/06	04/20/09	758.77	1,295.84	-537.07
	22.2780	42.9600	12/29/06	04/20/09	474.96	957.05	-482.09
	164.4730	42.9600	12/29/06	04/20/09	3,506.56	7,065.77	-3,559.21
	77.4880	42.9600	12/29/06	04/20/09	1,652.04	3,328.88	-1,676.84
	4,883.7660	51.1900	10/09/07	04/20/09	104,121.91	250,047.50	-145,925.59

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Realized Gain/Loss

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As of Date: 2/05/10



Account Number: 5970-2929
MARLIN MILLER JR FAMILY
FOUNDATION
ATTN: MARLIN MILLER JR

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
		4,500.4500	44.4400	12/27/07	04/20/09	95,949.61	200,000.00	-104,050.39
		116.1170	44.4400	12/31/07	04/20/09	2,475.61	5,160.23	-2,684.62
		622.4410	44.4400	12/31/07	04/20/09	13,270.45	27,661.28	-14,390.83
		111.8840	44.4400	12/31/07	04/20/09	2,385.36	4,972.12	-2,586.76
BLACKROCK FUNDS								
LARGE CAP VALUE FD								
CL A		1,635.7680	17.2800	06/22/06	03/10/09	15,163.56	28,266.07	-13,102.51
		35.8920	18.1900	10/13/06	03/10/09	332.71	652.88	-320.17
		1.8280	18.8000	12/13/06	03/10/09	16.94	34.36	-17.42
		33.5800	18.8000	12/13/06	03/10/09	311.28	631.30	-320.02
		105.1210	20.7900	06/08/07	03/10/09	974.47	2,185.46	-1,210.99
		0.1040	21.1800	07/23/07	03/10/09	0.96	2.20	-1.24
		5,669.7070	20.7800	10/09/07	03/10/09	52,558.22	117,820.05	-65,261.83
		6,361.0920	20.7800	10/09/07	07/08/09	68,890.62	132,187.45	-63,296.83
		6.6620	18.3500	12/18/07	07/08/09	72.14	122.25	-50.11
		783.4550	18.3500	12/18/07	07/08/09	8,484.82	14,376.40	-5,891.58
		217.1180	18.3500	12/18/07	07/08/09	2,351.39	3,984.11	-1,632.72
ISHARES FTSE/XINHUA								
CHINA 25 INDEX FUND		3,627.0000	25.3584	11/03/08	12/22/09	150,081.40	91,974.92	58,106.48
ISHARES TR MSCI								
EMERGING MKTS INDEX FD		3,734.0000	52.2279	10/09/07	12/22/09	150,032.74	195,020.60	-44,987.86
WISDOM TREE DIEFA DVD FD		2,530.0000	72.7100	10/09/07	03/10/09	72,638.67	184,704.20	-112,065.53

020 / L4 / L430

Realized Gain/Loss

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As of Date: 2/05/10

Account Number: 5970-2929
 MARLIN MILLER JR FAMILY
 FOUNDATION
 ATTN MARLIN MILLER JR

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
		600.0000	72.7100	10/09/07	03/10/09	17,225.90	43,803.36	-26,577.46
		300.0000	72.7100	10/09/07	03/10/09	8,615.95	21,901.68	-13,285.73
WISDOMTREE PAC EX-JAP DVD FD		870.0000	87.3100	10/09/07	12/22/09	50,056.77	75,961.83	-25,905.06
Total - Long Term						\$844,250.84	\$1,442,430.92	-\$598,180.08

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2009 Tax Information Statement

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Recipient's Name and Address

MARLIN MILLER FAMILY FOUNDATION
211 NORTH TULPEHOCKEN ROAD
READING, PA 19601

4742415

23-2591890
20-8007203
(800)392-9244

☐ 2nd TIN notice

Account Number:

Recipient's Tax ID number:
Payer's Federal ID number:
Questions?

☐ Corrected

Payer's Name and Address

STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
5716.4630	256210105	DODGE & COX INCOME FUND	11/02/2009	12/01/2009	75,000.00	74,142.53	857.47	0.00
13889.3850	315916783	FIDELITY FLOATING RATE HIGH INCOME	01/22/2009	04/21/2009	117,643.09	110,310.06	7,333.03	0.00
10767.6970	354723272	FRANKLIN HIGH YIELD TAX FREE INC-AD	05/01/2009	10/13/2009	108,000.00	96,312.60	11,687.40	0.00
21394.6080	354723272	FRANKLIN HIGH YIELD TAX FREE INC-AD	03/18/2009	11/02/2009	211,378.72	188,774.59	22,604.13	0.00
140.9900	354723272	FRANKLIN HIGH YIELD TAX FREE INC-AD	10/21/2009	11/02/2009	1,392.98	1,404.26	-11.28	0.00
3808.0000	464287465	ISHARES MSCI EAFE INDEX FD	01/30/2009	02/04/2009	149,234.68	147,806.00	1,428.68	0.00
3055.0000	464287465	ISHARES MSCI EAFE INDEX FD	03/02/2009	11/02/2009	165,559.02	100,142.90	65,416.12	0.00
67.0000	78462F103	SPDR S&P 500 ETF TRUST	06/16/2008	02/05/2009	5,674.87	9,166.10	-3,491.23	0.00
342.0000	78462F103	SPDR S&P 500 ETF TRUST	06/16/2008	04/30/2009	29,924.30	46,788.17	-16,863.87	0.00
1103.0000	78462F103	SPDR S&P 500 ETF TRUST	06/16/2008	05/01/2009	96,730.61	142,435.45	-45,704.84	0.00
200000.0000	912828AJ9	US TREAS NTS 4.375% 8/15/12	05/06/2009	07/21/2009	216,608.71	218,406.92	-1,798.21	0.00
150000.0000	912828EN6	US TREASURY NOTES 4.5% 11/15/15	05/05/2009	06/01/2009	164,741.59	168,809.19	-4,067.60	0.00
4573.9840	922907845	VANGUARD HIGH-YIELD TAX-EXEMPT FUND	04/01/2009	10/13/2009	47,615.17	42,858.23	4,756.94	0.00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2009 Tax Information Statement

Recipient's Name and Address

MARLIN MILLER FAMILY FOUNDATION
211 NORTH TULPEHOCKEN ROAD
READING, PA 19601

4742415

23-2591890

20-8007203

(800)392-9244

☐ 2nd TIN notice

Account Number:

Recipient's Tax ID number:

Payer's Federal ID number:

Questions?

☐ Corrected

Payer's Name and Address

STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired (Box 1a)	Date of Sale (Box 2)	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
8806.0480	922031505	VANGUARD LONG TERM TREASURY FUND	11/17/2008	01/26/2009	109,723.36	99,983.41	9,739.95	0.00
Total Short Term Sales Reported on 1099-B								
					2,186,695.52	2,116,108.16	70,587.36	0.00
Long Term 15% Sales Reported on 1099-B								
822.0000	78462F103	SPDR S&P 500 ETF TRUST	01/15/2008	02/05/2009	69,623.01	113,869.85	-44,246.84	0.00
2446.0000	78462F103	SPDR S&P 500 ETF TRUST	02/15/2008	05/01/2009	214,508.68	323,233.55	-108,724.87	0.00
Total Long Term 15% Sales Reported on 1099-B								
					284,131.69	437,103.40	-152,971.71	0.00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

► File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

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

Part I only ☐

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	MARLIN MILLER, JR. FAMILY FOUNDATION	23-2591890
	Number, street, and room or suite no. If a P.O. box, see instructions. 211 NORTH TULPEHOCKEN RD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. READING, PA 19601	

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

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

COPY

MARLIN MILLER, JR.

- The books are in the care of ► 211 NORTH TULPEHOCKEN RD - READING, PA 19601

Telephone No. ► (610) 373-1482

FAX No. ►

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

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2009 or
- ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,472.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	14,480.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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

Form 8868 (Rev. 4-2009)

REINSEL KUNTZ LESHER LLP
P. O. BOX 7008
WYOMISSING, PA 19810-6008
E 1 # 23-2108173

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	MARLIN MILLER, JR. FAMILY FOUNDATION	23-2591890
	Number, street, and room or suite no. If a P.O. box, see instructions. 211 NORTH TULPEHOCKEN RD	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. READING, PA 19601	

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

- | | | | | | |
|--------------------------------------|---|---|--------------------------------------|------------------------------------|------------------------------------|
| ☐ Form 990 | ☐ Form 990-EZ | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 1041-A | ☐ Form 5227 | ☐ Form 8870 |
| ☐ Form 990-BL | ☒ Form 990-PF | ☐ Form 990-T (trust other than above) | ☐ Form 4720 | ☐ Form 6069 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MARLIN MILLER, JR.

- The books are in the care of **211 NORTH TULPEHOCKEN RD - READING, PA 19601**

Telephone No. **(610) 373-1482**

FAX No. _____

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**5 For calendar year **2009**, or other tax year beginning _____, and ending _____.6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

AN ADDITIONAL EXTENSION OF TIME IS REQUESTED AS NOT ALL INFORMATION HAS BEEN RECEIVED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	2,472.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	14,480.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **T.M.**Title **CPA**Date **6/28/10**

Form 8868 (Rev. 4-2009)