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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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 SAMUEL H. & MARIA MILLER FOUNDATION		A Employer identification number 34-1482231
	C/O SAMUEL H. MILLER		B Telephone number 2166216060
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite FOREST CITY ENTERPRISES 1170 TERMINAL T		
	City or town, state, and ZIP code CLEVELAND, OH 44113		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 32,061,367.		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	38,550.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	194,693.	194,693.		STATEMENT 1
	4 Dividends and interest from securities	500,675.	500,675.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-175,087.			
	b Gross sales price for all assets on line 6a	20,391,186.			
	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	281.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	559,112.	695,368.			
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	23,887.	23,887.	0.
	17 Interest				
	18 Taxes	STMT 5	200.	200.	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	24,087.	24,087.		0.
	25 Contributions, gifts, grants paid	1,498,300.			1,498,300.
26 Total expenses and disbursements. Add lines 24 and 25	1,522,387.	24,087.		1,498,300.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-963,275.				
b Net investment income (if negative, enter -0-)		671,281.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	26,507,657.	24,522,069.	24,820,293.	
	2 Savings and temporary cash investments	3,395,340.	4,423,324.	4,767,274.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶	2,100.			
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 6	8,100,465.	8,096,894.	2,473,800.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)		38,005,562.	37,042,287.	32,061,367.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	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	38,005,562.	38,005,562.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	0.	-963,275.			
30 Total net assets or fund balances	38,005,562.	37,042,287.			
31 Total liabilities and net assets/fund balances	38,005,562.	37,042,287.			

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	38,005,562.
2 Enter amount from Part I, line 27a	2	-963,275.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	37,042,287.
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	37,042,287.

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 PNC BANK	P	VARIOUS	VARIOUS
b WELLS FARGO ADVISORS - 5737	P	VARIOUS	VARIOUS
c WELLS FARGO ADVISORS - 5737	P	VARIOUS	VARIOUS
d BERRIMORE INSTALLMENT SALE	P	VARIOUS	04/15/09
e WELLS FARGO ADVISORS - 5737	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 18,105,643.		18,351,071.	-245,428.
b 1,737,572.		1,747,566.	-9,994.
c 459,589.		467,636.	-8,047.
d 83,680.			83,680.
e 4,702.			4,702.

(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			-245,428.
b			-9,994.
c			-8,047.
d			83,680.
e			4,702.

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	-175,087.
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			
2007			
2006	0.	0.	.000000
2005			
2004			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8

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	13,426.
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	13,426.
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	13,426.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	85,869.	
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	85,869.	
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	72,443.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 72,443. 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) OH		
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

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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 ▶ ELEANOR FANSLAU Located at ▶ 50 PUBLIC SQ. SUITE 1170, CLEVELAND, OH	Telephone no. ▶ 216-621-6060 ZIP+4 ▶ 44113		
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)? ☐ 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? ☐ Yes ☒ No	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? ☐ Yes ☒ No	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? ☐ Yes ☒ No	4b	X

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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

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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

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
SAMUEL H. MILLER 1170 TERMINAL TOWER, 50 PUBLIC SQUARE CLEVELAND, OH 44113	TRUSTEE; PRES	0.00	0.	0.
ELEANOR FANSLAU 1170 TERMINAL TOWER, 50 PUBLIC SQUARE CLEVELAND, OH 44113	SEC/TREAS	0.00	0.	0.
MARIA MILLER 1170 TERMINAL TOWER, 50 PUBLIC SQUARE CLEVELAND, OH 44113	TRUSTEE	0.00	0.	0.
BRUCE W. LANG 1400 NORTH POINT TOWER 1001 LAKESIDE CLEVELAND, OH 44114	TRUSTEE	0.00	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

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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 NONE	
	0.
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 NONE	
	0.
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	4,707,159.
b	Average of monthly cash balances	1b	25,802,954.
c	Fair market value of all other assets	1c	666,091.
d	Total (add lines 1a, b, and c)	1d	31,176,204.
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	31,176,204.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	467,643.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,708,561.
6	Minimum investment return. Enter 5% of line 5	6	1,535,428.

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	1,535,428.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	13,426.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,426.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,522,002.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,522,002.
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	1,522,002.

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	1,498,300.
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	1,498,300.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,498,300.

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.

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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				1,522,002.
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	1,286,212.			
b From 2005	1,053,685.			
c From 2006	659,259.			
d From 2007	671,932.			
e From 2008	61,743.			
f Total of lines 3a through e	3,732,831.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	1,498,300.			
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				1,498,300.
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).)	23,702.			23,702.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,709,129.			
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	1,262,510.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,446,619.			
10 Analysis of line 9:				
a Excess from 2005	1,053,685.			
b Excess from 2006	659,259.			
c Excess from 2007	671,932.			
d Excess from 2008	61,743.			
e Excess from 2009				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

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

923611 02-02-10

Enter gross amounts unless otherwise indicated.

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

11A	REFUND WHICH WILL BE USED TO FUND GRANTS TO WORTHY CHARITABLE ORGANIZATIONS.
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Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

SAMUEL H. & MARIA MILLER FOUNDATION
C/O SAMUEL H. MILLER

Employer identification number

34-1482231

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization SAMUEL H. & MARIA MILLER FOUNDATION C/O SAMUEL H. MILLER	Employer identification number 34-1482231
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SAMUEL H. MILLER 50 PUBLIC SQUARE, SUITE 1170 CLEVELAND, OH 44113	\$ 38,550.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

SOURCE	AMOUNT
INSTALLMENT SALE	5,165.
WELLS FARGO ADVISORS - 56765737	154,786.
WELLS FARGO ADVISORS - 73215724	34,742.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	194,693.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FOREST CITY ENTERPRISES	14,700.	0.	14,700.
PNC BANK	450,485.	0.	450,485.
WELLS FARGO ADVISORS - 56765737	35,490.	0.	35,490.
TOTAL TO FM 990-PF, PART I, LN 4	500,675.	0.	500,675.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND	281.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	281.	0.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY FEES - PNC	23,887.	23,887.		0.
TO FORM 990-PF, PG 1, LN 16C	23,887.	23,887.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE TAXES	200.	200.		0.	
TO FORM 990-PF, PG 1, LN 18	200.	200.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
FOREST CITY ENTERPRISES	8,096,894.		2,473,800.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,096,894.		2,473,800.	

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACCESS TO THE ARTS	NONE GENERAL	PUBLIC	3,500.
ADLER SCHOOL OF PROFESSIONAL PSYCHOLOGY	NONE GENERAL	PUBLIC	28,389.
A. MALACHI MIXON III PRIVATE FOUNDATION	NONE GENERAL	PUBLIC	10,000.
AISH HATORAH	NONE GENERAL	PUBLIC	1,000.
AMERICAN RED CROSS	NONE GENERAL	PUBLIC	17,500.
AUTISM SPEAKS	NONE GENERAL	PUBLIC	12,000.
ANDREW BOYKO SCHOLARSHIP	NONE GENERAL	PUBLIC	5,000.
ANTI DEFAMATION LEAGUE	NONE GENERAL	PUBLIC	35,000.

ASHBROOK CENTER	NONE GENERAL	PUBLIC	20,000.
BALDWIN WALLACE COLLEGE	NONE GENERAL	PUBLIC	10,500.
BIKUR CHOLIM OF CLEVELAND	NONE GENERAL	PUBLIC	1,000.
BUCKEYE INSTITUTE	NONE GENERAL	PUBLIC	500.
CASE WESTERN RESERVE UNIV	NONE GENERAL	PUBLIC	10,000.
CATHOLIC EDUCATION ENDOWMENT TRUST	NONE GENERAL	PUBLIC	7,500.
CFC CENTER FOR AUTISM	NONE GENERAL	PUBLIC	5,000.
CEC/SEABEE	NONE GENERAL	PUBLIC	10,000.
CHABAD JEWISH CENTER OF SOLON	NONE GENERAL	PUBLIC	500.
CHAGRIN VALLEY WOMENS LEAGUE	NONE GENERAL	PUBLIC	5,000.

CITY MISSION	NONE GENERAL	PUBLIC	10,000.
CLEVELAND CLINIC NURSING HALL OF FAME	NONE GENERAL	PUBLIC	10,000.
CLEVELAND CLINIC DORIS KERNES GOODWIN	NONE GENERAL	PUBLIC	55,000.
CLEVELAND ASSOCIATION OF PHI BETA KAPPA	NONE GENERAL	PUBLIC	10,000.
CLE CLINIC DEREK RAGAVAN	NONE GENERAL	PUBLIC	200,000.
CLE CLINIC DR BOTEK	NONE GENERAL	PUBLIC	5,000.
CLE CLINIC FAZIO MEMORIAL FUND	NONE GENERAL	PUBLIC	50,000.
CLE CLINIC MILLER AWARDS	NONE GENERAL	PUBLIC	30,000.
CLE CLINIC NURSES AFFAIR	NONE GENERAL	PUBLIC	12,000.
CLE CLINIC PLEDGE 7M	NONE GENERAL	PUBLIC	250,000.

CLE CLINIC RICHARD LANG	NONE GENERAL	PUBLIC	50,000.
CLE CLINIC SCOTT HAMILTON CARES	NONE GENERAL	PUBLIC	60,000.
CLE CLINIC D BROOKS MEDICAL INNOVATION	NONE GENERAL	PUBLIC	15,000.
CLEVELAND CLINIC FOUNDATION	NONE GENERAL	PUBLIC	5,386.
CLEVELAND HILLEL FOUNDATION	NONE GENERAL	PUBLIC	2,500.
CLEVELAND FOUNDATION	NONE GENERAL	PUBLIC	10,000.
CLEVELAND CLINIC DR CHARLES MODIN	NONE GENERAL	PUBLIC	2,500.
CLEVELAND POPS ORCHESTRA	NONE GENERAL	PUBLIC	20,000.
CLEVELAND RAPE CRISIS CENTER	NONE GENERAL	PUBLIC	500.
CLEVELAND DEVELOPMENT FOUNDATION	NONE GENERAL	PUBLIC	2,500.

CLEVELAND CLINIC SOUTH POINTE HOSPITAL .	NONE GENERAL	PUBLIC	15,500.
CLEVELAND DEVELOPMENT FOUNDATION	NONE GENERAL	PUBLIC	2,500.
CONGREGATION PRI ETZ CHAIM	NONE GENERAL	PUBLIC	6,000.
CONGREGATION SHAAREY TIKVAH	NONE GENERAL	PUBLIC	500.
COPS & KIDS	NONE GENERAL	PUBLIC	7,500.
CUYAHOGA COMMUNITY & TRUST	NONE GENERAL	PUBLIC	1,000.
ENTREPRENUERSHIP EDUCATION CONSORTIUM	NONE GENERAL	PUBLIC	5,000.
FRIENDSHIP CIRCLE	NONE GENERAL	PUBLIC	1,500.
FREE CLINIC	NONE GENERAL	PUBLIC	500.
FRIENDS OF E. PREP SCHOOLS	NONE GENERAL	PUBLIC	2,000.

GREATER CLEVELAND NEIGHBORHOOD CENTERS	NONE GENERAL	PUBLIC	2,500.
GREATER CLEVELAND PEACE OFFICERS MEMORIAL	NONE GENERAL	PUBLIC	25,000.
HANNA PERKINS/CENTER	NONE GENERAL	PUBLIC	10,000.
HATTIE LARLHAM	NONE GENERAL	PUBLIC	15,000.
HEBREW ACADEMY OF CLEVELAND	NONE GENERAL	PUBLIC	5,000.
HEBREW FREE LOVE ASSOCIATION	NONE GENERAL	PUBLIC	1,000.
HOLY FAMILY CANCER HOME	NONE GENERAL	PUBLIC	2,000.
HOLY TRINITY SERBIAN ORTHODOX CHURCH	NONE GENERAL	PUBLIC	12,000.
INTERNATIONAL CONGRESS OF MAXILLOFACIAL PROS	NONE GENERAL	PUBLIC	5,000.
INTERNATIONAL SERVICES CENTER	NONE GENERAL	PUBLIC	1,000.

JENNINGS CENTER FOR OLDER ADULTS	NONE GENERAL	PUBLIC	7,500.
JOHN CARROLL UNIVERSITY	NONE GENERAL	PUBLIC	80,000.
JUVENILE DIABETES FOUNDATION	NONE GENERAL	PUBLIC	5,000.
KOL ISRAEL FOUNDATION	NONE GENERAL	PUBLIC	1,000.
KOLLEL YAD CHAIM MORDECHAI	NONE GENERAL	PUBLIC	250.
LEGAL AID SOCIETY	NONE GENERAL	PUBLIC	20,000.
LUTHERAN METROPOLITAN MINISTRY	NONE GENERAL	PUBLIC	2,000.
MALACHI HOUSE	NONE GENERAL	PUBLIC	2,500.
MALTZ MUSEUM	NONE GENERAL	PUBLIC	3,525.
MAY DUGAN CENTER	NONE GENERAL	PUBLIC	1,000.

MOŠDOS OHR HATORAH	NONE GENERAL	PUBLIC	1,000.
NEIGHBORHOOD FAMILY PRACTICE	NONE GENERAL	PUBLIC	500.
NORMANDY HIGH SCHOOL	NONE GENERAL	PUBLIC	5,000.
NOTRE DAME COLLEGE	NONE GENERAL	PUBLIC	16,000.
OHIO CANCER RESEARCH ASSOCIATES	NONE GENERAL	PUBLIC	10,000.
OUR ELDER BROTHERS & SISTERS FOUNDATION	NONE GENERAL	PUBLIC	5,000.
OHIO HISTORICAL SOCIETY	NONE GENERAL	PUBLIC	12,000.
OHIO UNIVERSITY	NONE GENERAL	PUBLIC	10,000.
PRESTON HOPE	NONE GENERAL	PUBLIC	10,000.
PROJECT LOVE	NONE GENERAL	PUBLIC	5,000.

PROVIDENCE HOUSE INC	NONE GENERAL	PUBLIC	2,500.
PURDUE UNIVERSITY	NONE GENERAL	PUBLIC	23,000.
SALVATION ARMY	NONE GENERAL	PUBLIC	25,000.
SCARBOROUGH HOUSE INC	NONE GENERAL	PUBLIC	200.
SCHNURMAN HOUSE	NONE GENERAL	PUBLIC	750.
SERBIAN CULTURAL GARDEN FEDERATION	NONE GENERAL	PUBLIC	2,500.
SEVEN PINES FOUNDATION	NONE GENERAL	PUBLIC	3,000.
SHAKER FAMILY CENTER	NONE GENERAL	PUBLIC	2,500.
SISTERS OF SAINT PAUL	NONE GENERAL	PUBLIC	1,000.
SPEA	NONE GENERAL	PUBLIC	1,500.

ST' PAUL'S COMMUNITY CHURCH	NONE GENERAL	PUBLIC	2,000.
ST AUGUSTINE HUNGER CENTER	NONE GENERAL	PUBLIC	6,000.
ST HERMAN'S MONASTARY	NONE GENERAL	PUBLIC	3,250.
ST VINCENT CHARITY HOSPITAL CAPITAL CAMP	NONE GENERAL	PUBLIC	10,000.
STONY BROOK FOUNDATION	NONE GENERAL	PUBLIC	10,000.
THE TEMPLE	NONE GENERAL	PUBLIC	25,000.
TORAH SCHOOL OF ISRAEL	NONE GENERAL	PUBLIC	250.
TRINITY CATHEDRAL	NONE GENERAL	PUBLIC	2,000.
TULANE UNIVERSITY	NONE GENERAL	PUBLIC	21,500.
UNITED BLACK FUND OF GREATER CLEVELAND	NONE GENERAL	PUBLIC	5,000.

UNIVERSITY OF AKRON	NONE GENERAL	PUBLIC	6,000.
UNIVERSITY OF NORTHWESTERN	NONE GENERAL	PUBLIC	300.
URSULINE COLLEGE	NONE GENERAL	PUBLIC	2,500.
WEST SIDE CATHOLIC CENTER	NONE GENERAL	PUBLIC	2,000.
WESTERN RESERVE FIRE MUSEUM & ED	NONE GENERAL	PUBLIC	5,000.
WVIZ	NONE GENERAL	PUBLIC	10,000.
YOUNGSTOWN STATE UNIVERSITY	NONE GENERAL	PUBLIC	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,498,300.

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return

641-659-4
OH
SMN
OMB No 1545-1709

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

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

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

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

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

Type or print	Name of Exempt Organization SAMUEL H. & MARIA MILLER FOUNDATION C/O SAMUEL H. MILLER	Employer identification number 34-1482231
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. FOREST CITY ENTERPRISES 1170 TERMINAL TO	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CLEVELAND, OH 44113	

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 |

ELEANOR FANSLAU

- The books are in the care of ► **50 PUBLIC SQ. SUITE 1170 - CLEVELAND, OH 44113**
Telephone No. ► **216-621-6060** 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	\$	85,869.
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	\$	85,869.
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)