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Form 990-PF

Return of Private Foundation

or 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 01-01-2009, and ending 12-31-2009

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 SAM MILLER FOUNDATION		A Employer identification number 41-6035570
	Number and street (or P O box number if mail is not delivered to street address) PO BOX 581398		B Telephone number (see page 10 of the instructions) (612) 339-2651
	City or town, state, and ZIP code MINNEAPOLIS, MN 554581398		C If exemption application is pending, check here <input type="checkbox"/> <input checked="" type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input checked="" type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <input checked="" type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <input checked="" type="checkbox"/>

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) **\$ 879,481** **J** Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	15,000			
	2 Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	33,737	33,737		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a 110,000				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	48,737	33,737		

Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	88	0	0	0
	b Accounting fees (attach schedule)	4,095	0	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	326	0	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,614	1,170		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	7,123	1,170	0	0
	25 Contributions, gifts, grants paid.	52,894			52,894
	26 Total expenses and disbursements. Add lines 24 and 25	60,017	1,170	0	52,894
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-11,280			
	b Net investment income (if negative, enter -0-)		32,567		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		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	116,662	64,465	64,465
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	3,415	2,806	3,090
b	Investments—corporate stock (attach schedule)	65,572	65,572	66,115
c	Investments—corporate bonds (attach schedule)	694,050	735,756	739,884
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	6,107	5,927	5,927
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	885,806	874,526	879,481
Liabilities				
17	Accounts payable and accrued expenses	0	0	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	885,806	874,526	
30	Total net assets or fund balances (see page 17 of the instructions)	885,806	874,526	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	885,806	874,526	

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	885,806
2	Enter amount from Part I, line 27a	2	-11,280
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	874,526
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	874,526

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.)
1 a	STATE OF ISRAEL 2ND FOREIGN SECURITY	P		2009-11-01
b	HBSC FIN CORP BOND	P		2009-01-15
c	GE CAPITAL INTERNOTES BOND	P		2009-11-16
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	10,000		10,000	
b	50,000		50,000	
c	50,000		50,000	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ 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)			3
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	18,091	840,894	0 021514
2007	21,614	838,789	0 025768
2006	23,260	812,355	0 028633
2005	53,455	826,265	0 064695
2004	47,665	860,342	0 055402
2			2 0 196012
3			3 0 039202
4			4 847,439
5			5 33,221
6			6 326
7			7 33,547
8			8 52,894

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	326
	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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	326
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	
3	Add lines 1 and 2.	3	326
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	326
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	736
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	736
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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 <input type="checkbox"/>	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	410
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/>	410	Refunded <input type="checkbox"/>
		11	

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MN			
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? <i>If "No," attach explanation.</i>		Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <input type="checkbox"/>		Yes	

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 page 20 of the instructions).	<input type="checkbox"/> 11		<input type="checkbox"/> No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<input type="checkbox"/> 12		<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> Yes	
14	The books are in care of ► BERYL MILLER Located at ► 111 SOUTH THIRD STREET MINNEAPOLIS MN	Telephone no ► (612) 339-2651 ZIP +4 ► 55401		
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. ►	<input type="checkbox"/> 15		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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. ►	<input type="checkbox"/> 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?	<input type="checkbox"/> 1c	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	<input type="checkbox"/> 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 ► 20____, 20____, 20____, 20____	<input type="checkbox"/> 3b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> 4a	<input type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4b	<input type="checkbox"/> No
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?		

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	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.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				<input checked="" type="checkbox"/>

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE"

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.

1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and

1 NOT APPLICABLE	
2	
All other program-related investments See page 24 of the instructions	
3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 770,178
b	Average of monthly cash balances.	1b 90,166
c	Fair market value of all other assets (see page 24 of the instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 860,344
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 860,344
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4 12,905
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 847,439
6	Minimum investment return. Enter 5% of line 5.	6 42,372

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1 42,372
2a	Tax on investment income for 2009 from Part VI, line 5.	2a 326
b	Income tax for 2009 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 326
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 42,046
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 42,046
6	Deduction from distributable amount (see page 25 of the instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 42,046

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a 52,894
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 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 52,894
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5 326
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 52,568

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				42,046
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.				
b Total for prior years 2007, 2006, 2005				
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.	253			
c From 2006.				
d From 2007.				
e From 2008.				
f Total of lines 3a through e.	253			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 52,894				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2009 distributable amount.				42,046
e Remaining amount distributed out of corpus	10,848			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	11,101			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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 page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
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) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.	11,101			
10 Analysis of line 9				
a Excess from 2005.	253			
b Excess from 2006.				
c Excess from 2007.				
d Excess from 2008.				
e Excess from 2009.	10,848			

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

SEE ATTACHED STATEMENT

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	52,894
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.						
5 Net rental income or (loss) from real estate				14	33,737	
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).					33,737	
13 Total. Add line 12, columns (b), (d), and (e).				13		33,737
(See worksheet in line 13 instructions on page 28 to verify calculations.)						

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

2009

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.

Name of organization
SAM MILLER FOUNDATION**Employer identification number**

41-6035570

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 33¹/₃ 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 in the heading 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)

Name of organization
 SAM MILLER FOUNDATION

Employer identification number

41-6035570

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BERYL MILLER 2306 PARKWOODS ROAD ST LOUIS PARK, MN 55416	\$ <u>15,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name of organization SAM MILLER FOUNDATION	Employer identification number 41-6035570
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Part II

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations

aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions) ► \$

Additional Data

Software ID: 09000054
Software Version: 09-5.2
EIN: 41-6035570
Name: SAM MILLER FOUNDATION

Form 990PF Part VIII Line 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
BERYL MILLER	PRESIDENT 0	0	0	0
111 SOUTH THIRD STREET MINNEAPOLIS, MN 55401				
FLORENCE MILLER	VICE PRESIDENT 0	0	0	0
111 SOUTH THIRD STREET MINNEAPOLIS, MN 55401				
EVE MILLER	VICE PRESIDENT 0	0	0	0
111 SOUTH THIRD STREET MINNEAPOLIS, MN 55401				
ARNIE FRISHMAN	SECRETARY 0	0	0	0
2506 LYNN AVE S ST LOUIS PARK, MN 55416				
CRAIG KUPRITZ	TREASURER 0	0	0	0
111 SOUTH THIRD STREET MINNEAPOLIS, MN 55401				
DEBORAH RICH	ASSISTANT TREASURER 0	0	0	0
3724 WIMBLEDON LANE BIRMINGHAM, AL 35223				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACHIEVE MINNEAPOLIS111 3RD AVE S SUITE 120 MINNEAPOLIS, MN 55401		501(C)(3)	CHARITABLE GIFT	200
AMERICAN CANCER SOCIETYPO BOX 22718 OKLAHOMA CITY, OK 73123		501(C)(3)	CHARITABLE GIFT	50
AMERICAN FRIENDS OF MAGEN DAVID ADOMPO BOX 5409 CHICAGO, IL 60680		501(C)(3)	CHARITABLE GIFT	500
AMERICAN SOCIETY FOR YAD VASHEMPO BOX 17035 MILWAUKEE, WI 53217		501(C)(3)	CHARITABLE GIFT	100
AMIT817 BROADWAY NEW YORK, NY 10003		501(C)(3)	CHARITABLE GIFT	75
BAIS YAAKOV HIGH SCHOOL4221 SUNSET BLVD ST LOUIS PARK, MN 55416		501(C)(3)	CHARITABLE GIFT	500
BAIS YISROEL SYNAGOGUE5221 SUNSET BLVD ST LOUIS PARK, MN 55416		501(C)(3)	CHARITABLE GIFT	500
BETH EL SYNAGOGUE26TH STREET ST LOUIS PARK, MN 55416		501(C)(3)	CHARITABLE GIFT	1,464
BIRMINGHAM JEWISH FEDERATION 3966 MONTCLAIR RD BIRMINGHAM, AL 35213		501(C)(3)	CHARITABLE GIFT	250
CHABAD OF ALABAMA3050 OVERTON ROAD BIRMINGHAM, AL 35223		501(C)(3)	CHARITABLE GIFT	3,200
CHILDRENS HOME SOCIETY & FAMILY SERVICES1065 EUSTIS STREET ST PAUL, MN 55108		501(C)(3)	CHARITABLE GIFT	350
CHILDRENS THEATER COMPANY 2400 3RD AVE S MINNEAPOLIS, MN 55404		501(C)(3)	CHARITABLE GIFT	1,000
CHILDRENS WISH FOUNDATION INT'L8615 ROSWELL RD ATLANTA, GA 303501822		501(C)(3)	CHARITABLE GIFT	25
DARCHAI NOAM SYNAGOGUE5224 MINNETONKA BLVD ST LOUIS PARK, MN 55416		501(C)(3)	CHARITABLE GIFT	2,000
EMUNAH OF AMERICA7 PENN PLAZA NEW YORK, NY 10001		501(C)(3)	CHARITABLE GIFT	50
Total			► 3a	52,894

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE FRIENDS OF THE ISRAEL DEFENSE FUND 29 EAST MADISON SUITE 1514 CHICAGO, IL 60602		501(C)(3)	CHARITABLE GIFT	600
THE GUTHRIE THEATRE 818 S 2ND ST MINNEAPOLIS, MN 55415		501(C)(3)	CHARITABLE GIFT	2,000
HEBREW THEOLOGICAL COLLEGE 7135 N CARPENTER ROAD SKOKIE, IL 60077		501(C)(3)	CHARITABLE GIFT	500
JABBOCK FAMILY SERVICES 13100 WAYZATA BLVD STE 400 MINNEAPOLIS, MN 55408		501(C)(3)	CHARITABLE GIFT	50
JEWISH FAMILY AND CHILDRENS SERVICES 13100 WAYZATA BLVD STE 400 MINNETONKA, MN 55305		501(C)(3)	CHARITABLE GIFT	250
KENESSETH ISRAEL SYNAGOGUE 4330 W 28TH STREET ST LOUIS PARK, MN 55416		501(C)(3)	CHARITABLE GIFT	1,600
LUBAVITCH CHEDER DAY SCHOOL 1758 FORD PKWY ST PAUL, MN 55116		501(C)(3)	CHARITABLE GIFT	100
MAGAN DAVID ADOMPO BOX 5409 CHICAGO, IL 606805409		501(C)(3)	CHARITABLE GIFT	150
MEMORIAL SLOAN KETTERING PO BOX 7248-0260 PHILADELPHIA, PA 19170		501(C)(3)	CHARITABLE GIFT	100
MINNESOTA ORCHESTRA 1111 NICOLLET MALL MINNEAPOLIS, MN 55403		501(C)(3)	CHARITABLE GIFT	250
MINNESOTA PUBLIC RADIO PO BOX 70870 ST PAUL, MN 55170		501(C)(3)	CHARITABLE GIFT	100
MINNEAPOLIS JEWISH DAY SCHOOL 4330 CEDAR LAKE ROAD ST LOUIS PARK, MN 55416		501(C)(3)	CHARITABLE GIFT	3,380
NE MILES JEWISH DAY SCHOOL 4000 MONTCLAIR ROAD BIRMINGHAM, AL 35213		501(C)(3)	CHARITABLE GIFT	1,000
NATIONAL YIDDISH BOOK CENTER 1021 WEST STREET AMHERST, MA 010023375		501(C)(3)	CHARITABLE GIFT	100
NCSY 3200 W TOUHY AVE CHICAGO, IL 60645		501(C)(3)	CHARITABLE GIFT	250
Total			► 3a	52,894

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
NEUHAMA 4330 CEDAR LAKE ROAD ST LOUIS PARK, MN 55416		501(C)(3)	CHARITABLE GIFT	100
ORTHODOX UNION 11 BROADWAY 14TH FLOOR NEW YORK, NY 10004		501(C)(3)	CHARITABLE GIFT	100
SHA'ARIM 1433 UTICA AVENUE 265 ST LOUIS PARK, MN 55416		501(C)(3)	CHARITABLE GIFT	200
SHOLOM COMMUNITY ALLIANCE 3620 PHILLIPS PARKWAY ST LOUIS PARK, MN 55426		501(C)(3)	CHARITABLE GIFT	250
THE SHUL OF BELLE HARBOR 9540 COLLINS AVE SURFSIDE, FL 33154		501(C)(3)	CHARITABLE GIFT	625
ST LOUIS PARK EMERGENCY PROGRAM (STEP) 2239 EDGEWOOD AVES ST LOUIS PARK, MN 55426		501(C)(3)	CHARITABLE GIFT	100
TEMPLE BETH EL 2179 HIGHLAND AVENUE S BIRMINGHAM, AL 35205		501(C)(3)	CHARITABLE GIFT	500
TORAH ACADEMY 2800 JOPPA AVE S ST LOUIS PARK, MN 55416		501(C)(3)	CHARITABLE GIFT	250
TWIN CITIES PUBLIC TELEVISION 172 E 4TH STREET ST PAUL, MN 551011447		501(C)(3)	CHARITABLE GIFT	75
MINNEAPOLIS JEWISH FEDERATION 13100 WAYZATA BLVD HOPKINS, MN 55305		501(C)(3)	CHARITABLE GIFT	30,000
Total			► 3a	52,894

TY 2009 Accounting Fees Schedule

Name: SAM MILLER FOUNDATION

EIN: 41-6035570

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,095			

**TY 2009 All Other Program
Related Investments Schedule**

Name: SAM MILLER FOUNDATION

EIN: 41-6035570

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: SAM MILLER FOUNDATION

EIN: 41-6035570

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2009 Investments Corporate
Bonds Schedule****Name:** SAM MILLER FOUNDATION**EIN:** 41-6035570

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ISRAEL BONDS	183,167	184,247
GECC INTERNOTES	0	0
HOME DEPOT BOND	49,575	51,186
HUNTINGTON NATIONAL BANK	34,420	35,004
COLUMBUS STHN POWER CO.	49,155	50,910
WELLS FARGO & CO.	34,393	35,030
FORTUNE BRANDS	49,822	51,570
BANK OF AMERICA BOND	50,000	49,377
CATERPILLAR BOND	50,000	49,996
CITIGROUP BOND	50,000	46,724
WASHINGTON MUTUAL NOTES	34,316	33,600
HSBC FIN. CORP. INTERNOTES	0	0
BRISTOL MYERS BOND	26,711	26,739
CONOCO PHILLIPS BOND	20,378	21,891
GECC NOTES	51,901	54,053
GE CP NOTES	51,918	49,557

**TY 2009 Investments Corporate
Stock Schedule****Name:** SAM MILLER FOUNDATION**EIN:** 41-6035570

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BRISTOL MYERS SQUIB	40,572	37,875
JP MORGAN & CHASE - PREF STOCK	25,000	28,240

TY 2009 Investments Government Obligations Schedule

Name: SAM MILLER FOUNDATION

EIN: 41-6035570

US Government Securities - End of

Year Book Value: 2,806

US Government Securities - End of

Year Fair Market Value: 3,090

State & Local Government

Securities - End of Year Book
Value:

State & Local Government

Securities - End of Year Fair
Market Value:

TY 2009 Investments - Land Schedule

Name: SAM MILLER FOUNDATION

EIN: 41-6035570

Category / Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2009 Land, Etc. Schedule**Name:** SAM MILLER FOUNDATION**EIN:** 41-6035570

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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TY 2009 Legal Fees Schedule

Name: SAM MILLER FOUNDATION

EIN: 41-6035570

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	88			

TY 2009 Other Assets Schedule

Name: SAM MILLER FOUNDATION**EIN:** 41-6035570

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST RECEIVABLE	6,071	5,517	5,517
EXCISE TAX REFUND RECEIVABLE	36	410	410

TY 2009 Other Expenses Schedule

Name: SAM MILLER FOUNDATION**EIN:** 41-6035570

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECRETARIAL EXPENSES	2,340	1,170		
STATE OF MN FEE	25			
MISCELLANEOUS	249			

TY 2009 Substantial Contributors Schedule

Name: SAM MILLER FOUNDATION**EIN:** 41-6035570

Name	Address
BERYL MILLER	2306 PARKWOODS ROAD ST LOUIS PARK, MN 55416

TY 2009 Taxes Schedule

Name: SAM MILLER FOUNDATION**EIN:** 41-6035570

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	326	0	0	0