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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

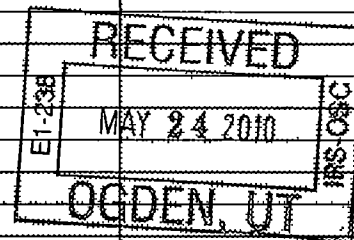
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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 <b>MILLER FOUNDATION</b>		A Employer identification number <b>47-0489746</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>105 ROCK RIDGE LANE</b>		B Telephone number <b>(540) 377-9212</b>
	City or town, state, and ZIP code <b>VESUVIUS, VA 24483</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>1,766,586.</b> (Part I, column (d) must be on cash basis.)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	542.	542.		STATEMENT 1
	4 Dividends and interest from securities	66,451.	66,451.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<75,121.>			
	b Gross sales price for all assets on line 6a	1,755,596.			
	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	2,830.	648.		STATEMENT 3	
12 Total. Add lines 1 through 11	<5,298.>	67,641.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,690.	0.		2,690.
	c Other professional fees				
	17 Interest	33.	33.		0.
	18 Taxes STMT 5	152.	152.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	2,830.	2,368.		462.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,705.	2,553.		3,152.
	25 Contributions, gifts, grants paid	58,700.			58,700.
26 Total expenses and disbursements. Add lines 24 and 25	64,405.	2,553.		61,852.	
27 Subtract line 26 from line 12	<69,703.>				
a Excess of revenue over expenses and disbursements		65,088.			
b Net investment income (if negative, enter -0-)					
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	74,045.	96,885.	96,885.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	160,000.		
	b Investments - corporate stock STMT 7	1,060,869.	841,282.	944,444.
	c Investments - corporate bonds STMT 8	400,000.	372,203.	377,570.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	32,157.	342,020.	347,687.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,727,071.	1,652,390.	1,766,586.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue	4,978.		
	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)	4,978.	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,722,093.	1,652,390.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
	30 Total net assets or fund balances	1,722,093.	1,652,390.	
	31 Total liabilities and net assets/fund balances	1,727,071.	1,652,390.	

## 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	1,722,093.
2 Enter amount from Part I, line 27a	2	<69,703.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,652,390.
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	1,652,390.

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**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 1,755,596.		1,830,717.	<75,121.>

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			<75,121.>

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 <75,121.>

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	149,791.	2,068,278.	.072423
2007	127,407.	2,282,837.	.055811
2006	119,064.	2,100,632.	.056680
2005	117,572.	2,101,551.	.055945
2004	124,149.	2,117,264.	.058637

2 Total of line 1, column (d)	2 .299496
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 .059899
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 1,504,561.
5 Multiply line 4 by line 3	5 90,122.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 651.
7 Add lines 5 and 6	7 90,773.
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 61,852.

**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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	1,302.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,302.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,302.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	440.	
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	440.	
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	9	862.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be credited to 2010 estimated tax. Refunded	11		

**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?		
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) NE		
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

N/A

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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 ► LOUISE F. MILLER Telephone no ► (540) 377-9212 Located at ► 105 ROCK RIDGE LANE, VESUVIUS, VA ZIP+4 ► 24483			
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? <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	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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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?

N/A

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

6b

7b

X

**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
SEE STATEMENT 10		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

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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	1,389,260.
b	Average of monthly cash balances	1b	138,213.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,527,473.
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	1,527,473.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,912.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,504,561.
6	Minimum investment return. Enter 5% of line 5	6	75,228.

**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	75,228.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,302.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,302.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	73,926.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	73,926.
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	73,926.

**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	61,852.
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	61,852.
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	61,852.

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				73,926.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				46,544.
<b>f</b> Total of lines 3a through e	46,544.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 61,852.				
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				61,852.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )	12,074.			12,074.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,470.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	34,470.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008	34,470.			
<b>e</b> Excess from 2009				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,  
line 4 for each year listed .

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities  
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a "Assets" alternative test - enter  
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**

- c "Support" alternative test - enter.

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

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

### 1 Information Regarding Foundation Managers:

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

NONE

- 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 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

<b>Part XV</b>	<b>Supplementary Information</b> (continued)
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### 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)				
<b>a</b> <i>Paid during the year</i>				
SEE STATEMENT 11				
<b>Total</b>			► 3a	58,700.
<b>b</b> <i>Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0



### Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |   |              |            |           |
|---|--------------|------------|-----------|
| <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> |              | <b>Yes</b> | <b>No</b> |
|   |              |            |           |
|   | <b>1a(1)</b> |            | <b>X</b>  |
|   | <b>1a(2)</b> |            | <b>X</b>  |
|   |              |            |           |
|   | <b>1b(1)</b> |            | <b>X</b>  |
|   | <b>1b(2)</b> |            | <b>X</b>  |
|   | <b>1b(3)</b> |            | <b>X</b>  |
|   | <b>1b(4)</b> |            | <b>X</b>  |
|   | <b>1b(5)</b> |            | <b>X</b>  |
|   | <b>1b(6)</b> |            | <b>X</b>  |
|   | <b>1c</b>    |            | <b>X</b>  |


[illegible]

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

- b If "Yes," complete the following schedule**

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

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

Sign Here	Signature of officer or trustee <i>Louise F. Mills</i>		Date 5/14/10		Title President - Treasurer	
	Prepare's signature 		Date 05/04/10		Check if self-employed <input type="checkbox"/>	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code J. MOORE & COMPANY, PC PO BOX 19100/7636 WILLIAMSON RD, STE 100 ROANOKE, VA 24019				Preparer's identifying number EIN	
					Phone no (540) 777-4380	

Form **990-PF** (2009)

**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	900 SHS AES CORP	P	12/05/08	01/14/09
b	100 SHS AKAMAI TECHNOLOGIES INC	P	08/19/08	01/14/09
c	300 SHS AMGEN INC	P	04/22/08	01/14/09
d	175 SHS BOEING COMPANY	P	01/14/09	06/05/09
e	500 SHS CISCO SYSTEMS	P	01/29/08	01/14/09
f	200 SHS CONSOL ENERGY	P	09/25/08	01/14/09
g	700 SHS DELL	P	10/22/08	01/14/09
h	700 SHS EMC CORP MASS	P	01/29/08	01/14/09
i	150 SHS EATON CORP	P	01/14/09	VARIOUS
j	100 SHS EXXON MOBIL CORP	P	06/20/08	01/14/09
k	145 SHS INTEL	P	01/14/09	VARIOUS
l	.918 SHS KINDER MORGAN MGMT	P	01/14/09	11/30/09
m	300 SHS MEDTRONIC INC	P	12/23/08	01/14/09
n	255 SHS METLIFE INC	P	03/06/09	03/18/09
o	700 SHS NALCO HOLDINGS COMPANY	P	12/11/08	01/14/09

(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	7,309.	5,624.	1,685.
b	1,362.	2,255.	<893.>
c	16,872.	12,722.	4,150.
d	9,038.	7,189.	1,849.
e	7,893.	11,916.	<4,023.>
f	5,353.	10,471.	<5,118.>
g	7,264.	8,524.	<1,260.>
h	7,785.	10,858.	<3,073.>
i	6,805.	7,089.	<284.>
j	7,556.	8,563.	<1,007.>
k	2,440.	1,911.	529.
l	46.	35.	11.
m	9,619.	9,319.	300.
n	6,212.	2,963.	3,249.
o	7,448.	7,508.	<60.>

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			1,685.
b			<893.>
c			4,150.
d			1,849.
e			<4,023.>
f			<5,118.>
g			<1,260.>
h			<3,073.>
i			<284.>
j			<1,007.>
k			529.
l			11.
m			300.
n			3,249.
o			<60.>

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

MILLER 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	350 SHS REALTY INCOME CORP	P	01/14/09	03/19/09
b	600 SHS SPIRIT AEROSYS HLDG	P	06/26/08	01/14/09
c	540 SHS TAIWAN SEMICON MFG CO	P	01/14/09	VARIOUS
d	325 SHS US BANCORP	P	01/14/09	03/06/09
e	200 SHS UNITED TECHNOLOGIES CORP	P	06/06/08	01/14/09
f	400 SHS UNITEDHEALTH GROUP INC	P	04/22/08	01/14/09
g	200 SHS VODAFONE GROUP	P	07/22/08	01/14/09
h	400 SHS WALGREEN COMPANY	P	05/21/08	01/14/09
i	300 SHS WEATHERFORD INTL	P	09/23/08	01/14/09
j	400 SHS AKAMAI TECHNOLOGIES	P	09/24/07	01/14/09
k	500 SHS COMCAST CORP	P	08/08/07	01/14/09
l	300 SHS COMMUNITY HEALTH SYS	P	02/02/07	01/14/09
m	200 SHS CONOCOPHILLIPS	P	10/28/05	01/14/09
n	600 SHS CORNING INC	P	12/19/06	01/14/09
o	500 SHS GENERAL ELECTRIC COMPANY	P	VARIOUS	08/05/09

(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	6,136.	6,678.	<542.>
b	7,090.	12,617.	<5,527.>
c	5,598.	3,969.	1,629.
d	2,732.	6,964.	<4,232.>
e	9,955.	13,676.	<3,721.>
f	9,581.	13,652.	<4,071.>
g	3,944.	5,108.	<1,164.>
h	10,413.	14,145.	<3,732.>
i	3,373.	8,952.	<5,579.>
j	5,448.	11,838.	<6,390.>
k	7,409.	12,678.	<5,269.>
l	5,159.	10,733.	<5,574.>
m	9,945.	12,347.	<2,402.>
n	5,516.	11,382.	<5,866.>
o	6,974.	15,627.	<8,653.>

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			<542.>
b			<5,527.>
c			1,629.
d			<4,232.>
e			<3,721.>
f			<4,071.>
g			<1,164.>
h			<3,732.>
i			<5,579.>
j			<6,390.>
k			<5,269.>
l			<5,574.>
m			<2,402.>
n			<5,866.>
o			<8,653.>

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



**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	200 SHS JOHNSON & JOHNSON	P	02/06/06	01/14/09
b	300 SHS VODAFONE GROUP	P	08/08/05	01/14/09
c	130 SHS CONSOL ENERGY INC	P	04/02/09	04/14/09
d	110 SHS HALLIBURTON COMPANY	P	04/02/09	VARIOUS
e	65 SHS PETROLEO BRASILEIRO	P	04/02/09	VARIOUS
f	25 SHS SPX CORP	P	04/02/09	VARIOUS
g	350 SHS SMITHFIELD FOODS	P	04/02/09	VARIOUS
h	365 SHS SPIRIT AEROSYS HLDG	P	04/02/09	VARIOUS
i	115 SHS WEATHERFORD INTL	P	04/02/09	VARIOUS
j	60000 UST BOND 8.75 051520	P	03/01/05	03/11/09
k	100000 UST BOND 8.125 081519	P	03/01/05	03/11/09
l	700 SHS CATERPILLAR INC	P	04/05/07	03/11/09
m	500 SHS CHEVRON CORPORATION	P	03/22/02	03/11/09
n	1000 SHS CLIFFS NATURAL RESOURCES	P	06/14/07	03/11/09
o	600 SHS DOW CHEMICAL	P	03/14/07	03/11/09

(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 11,514.		11,384.	130.
b 5,916.		10,424.	<4,508.>
c 3,640.		3,608.	32.
d 2,536.		1,780.	756.
e 2,039.		1,763.	276.
f 1,365.		1,258.	107.
g 4,747.		3,559.	1,188.
h 5,519.		3,868.	1,651.
i 2,145.		1,405.	740.
j 87,071.		60,000.	27,071.
k 138,375.		100,000.	38,375.
l 18,213.		47,497.	<29,284.>
m 30,866.		22,380.	8,486.
n 13,666.		38,510.	<24,844.>
o 3,831.		25,840.	<22,009.>

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			130.
b			<4,508.>
c			32.
d			756.
e			276.
f			107.
g			1,188.
h			1,651.
i			740.
j			27,071.
k			38,375.
l			<29,284.>
m			8,486.
n			<24,844.>
o			<22,009.>

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

MILLER 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	400 SHS GENERAL MILLS	P	04/24/02	03/11/09
b	800 SHS MEDCO HEALTH	P	VARIOUS	03/11/09
c	300 SHS PHILIP MORRIS	P	03/22/02	03/11/09
d	400 SHS 3M COMPANY	P	05/21/01	03/11/09
e	190 SHS ACTIVISION BLIZZARD	P	04/02/09	09/29/09
f	250 SHS ALLSTATE CORPORATION	P	01/14/09	09/29/09
g	265 SHS COMCAST	P	04/02/09	09/29/09
h	375 SHS FEDERATED INVS PA	P	01/14/09	09/29/09
i	31 SHS HARRIS STRATEX NETWORKS	P	05/28/09	09/29/09
j	10 SHS MARKEL CORP	P	04/02/09	09/29/09
k	170 SHS ABBOTT LABORATORIES	P	VARIOUS	10/02/09
l	175 SHS AKAMAI TECHNOLOGIES	P	04/02/09	10/02/09
m	200 SHS ALLSCRIPTS MISYS HEALTH	P	04/02/09	10/02/09
n	1250 SHS AMERICAN MOVIL SAB	P	VARIOUS	10/02/09
o	50 SHS APACHE CORP	P	04/02/09	10/02/09

(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	19,827.	20,021.	<194.>
b	30,631.	24,089.	6,542.
c	10,041.	8,494.	1,547.
d	18,435.	24,640.	<6,205.>
e	2,372.	2,034.	338.
f	7,754.	7,027.	727.
g	4,592.	3,800.	792.
h	9,839.	6,752.	3,087.
i	210.	166.	44.
j	3,313.	2,880.	433.
k	8,423.	8,235.	188.
l	3,283.	3,686.	<403.>
m	3,851.	2,060.	1,791.
n	53,391.	71,199.	<17,808.>
o	4,480.	3,471.	1,009.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<194.>
b			6,542.
c			1,547.
d			<6,205.>
e			338.
f			727.
g			792.
h			3,087.
i			44.
j			433.
k			188.
l			<403.>
m			1,791.
n			<17,808.>
o			1,009.

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

**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	300 SHS APPLE INC	P	VARIOUS	10/02/09
b	95 SHS BAXTER INTL	P	VARIOUS	10/02/09
c	50 SHS BECTON DICKINSON	P	VARIOUS	10/02/09
d	215 SHS BRISTOL MYERS SQUIBB	P	VARIOUS	10/02/09
e	390 SHS DELL	P	04/02/09	10/02/09
f	135 SHS DIAGEO PLC	P	01/14/09	10/02/09
g	550 SHS DUPONT	P	10/05/06	10/02/09
h	280 SHS EBAY	P	04/02/09	10/02/09
i	70 SHS ENERGIZER HOLDINGS	P	04/02/09	10/02/09
j	1300 SHS FOSTER WHEELER	P	VARIOUS	10/02/09
k	460 SHS GENERAL MILLS	P	04/24/02	10/02/09
l	130 SHS HALLIBURTON	P	04/02/09	10/02/09
m	150 SHS HARRIS CORP	P	VARIOUS	10/02/09
n	405 SHS INTEL CORP	P	01/14/09	10/02/09
o	140 SHS KIMBERLY CLARK	P	01/14/09	10/02/09

(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	55,503.	40,482.	15,021.
b	5,371.	4,482.	889.
c	3,362.	3,056.	306.
d	4,784.	4,576.	208.
e	5,911.	3,806.	2,105.
f	8,196.	7,222.	974.
g	16,882.	23,770.	<6,888.>
h	6,372.	3,746.	2,626.
i	4,478.	3,720.	758.
j	38,939.	66,547.	<27,608.>
k	29,353.	23,025.	6,328.
l	3,349.	2,103.	1,246.
m	5,409.	4,465.	944.
n	7,731.	5,338.	2,393.
o	8,212.	7,169.	1,043.

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

(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			15,021.
b			889.
c			306.
d			208.
e			2,105.
f			974.
g			<6,888.>
h			2,626.
i			758.
j			<27,608.>
k			6,328.
l			1,246.
m			944.
n			2,393.
o			1,043.

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

**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	800 SHS LANDSTAR SYSTEMS	P	VARIOUS	10/02/09
b	105 SHS LOCKHEED MARTIN	P	VARIOUS	10/02/09
c	135 SHS MCDONALDS CORP	P	07/23/09	10/02/09
d	1200 SHS MCDERMOTT INTL	P	08/03/07	10/02/09
e	100 SHS MCKESSON	P	04/02/09	10/02/09
f	500 SHS MEDCO HEALTH	P	04/30/07	10/02/09
g	265 SHS NALCO HOLDING	P	04/02/09	10/02/09
h	515 SHS NOKIA CORP	P	VARIOUS	10/02/09
i	150 SHS PAYCHEX	P	02/24/09	10/02/09
j	850 SHS PEARSON PLC	P	01/14/09	10/02/09
k	70 SHS PETROLEO	P	04/02/09	10/02/09
l	1275 SHS PHILIP MORRIS	P	VARIOUS	10/02/09
m	80 SHS SPX CORP	P	VARIOUS	10/02/09
n	2100 SHS SOUTHERN COPPER	P	VARIOUS	10/02/09
o	240 SHS SYMANTEC CORP	P	04/02/09	10/02/09

(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	29,682.	19,755.	9,927.
b	7,933.	8,514.	<581.>
c	7,693.	7,652.	41.
d	29,079.	51,010.	<21,931.>
e	5,784.	3,539.	2,245.
f	26,792.	19,548.	7,244.
g	5,132.	3,848.	1,284.
h	7,196.	11,578.	<4,382.>
i	4,205.	3,540.	665.
j	10,294.	7,216.	3,078.
k	2,666.	1,898.	768.
l	61,509.	54,909.	6,600.
m	4,567.	3,746.	821.
n	61,456.	47,661.	13,795.
o	3,829.	3,785.	44.

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

(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			9,927.
b			<581.>
c			41.
d			<21,931.>
e			2,245.
f			7,244.
g			1,284.
h			<4,382.>
i			665.
j			3,078.
k			768.
l			6,600.
m			821.
n			13,795.
o			44.

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

MILLER 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	412 SHS TAIWAN SEMICONDUCTOR	P	01/14/09	10/02/09
b	375 SHS TEEKAY CORP	P	01/14/09	10/02/09
c	175 SHS UNITEDHEALTH GROUP	P	04/02/09	10/02/09
d	225 SHS WASTE MANAGEMENT	P	01/14/09	10/02/09
e	185 SHS WEATHERFORD INTL	P	04/02/09	10/02/09
f	125 SHS YUM BRANDS	P	04/02/09	10/02/09
g	360 SHS 3M COMPANY	P	02/25/02	10/02/09
h	325 UNITS NATURAL RESOURCE PARTNERS	P	01/14/09	10/02/09
i	350 UNITS TERRA NITROGEN	P	05/11/07	10/02/09
j	100000 GENERAL MOTORS	P	03/11/04	10/06/09
k	50000 SMITHFIELD FOODS	P	02/19/08	10/06/09
l	150000 BANK OF AMERICA CORP	P	VARIOUS	10/08/09
m	55000 MORGAN STANLEY NOTES	P	03/11/09	10/08/09
n	100000 PRUDENTIAL FINANCIAL NOTES	P	04/30/07	10/08/09
o	300 SHS CHEVRON CORPORATION	P	03/22/02	11/04/09

(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	4,256.	3,013.	1,243.
b	8,137.	6,524.	1,613.
c	4,263.	3,676.	587.
d	6,536.	7,056.	<520.>
e	3,595.	2,261.	1,334.
f	4,141.	3,717.	424.
g	25,987.	21,369.	4,618.
h	6,547.	6,414.	133.
i	35,969.	30,207.	5,762.
j	60,430.	100,000.	<39,570.>
k	47,940.	50,000.	<2,060.>
l	140,513.	150,000.	<9,487.>
m	56,584.	54,370.	2,214.
n	94,880.	100,000.	<5,120.>
o	23,088.	13,428.	9,660.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
(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			1,243.
b			1,613.
c			587.
d			<520.>
e			1,334.
f			424.
g			4,618.
h			133.
i			5,762.
j			<39,570.>
k			<2,060.>
l			<9,487.>
m			2,214.
n			<5,120.>
o			9,660.

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	

**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	300 SHS HEWLETT PACKARD	P	05/07/07	11/04/09
b	140 SHS IBM	P	05/11/04	11/04/09
c	191 SHS KINDER MORGAN MGMT	P	01/14/09	12/02/09
d	SALE OF CALLS WRITTEN	P	VARIOUS	VARIOUS
e	SECTION 1231 GAIN FROM PARTNERSHIP	P		
f	CAPITAL GAINS DIVIDENDS			
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 14,505.		13,113.	1,392.
b 17,113.		12,211.	4,902.
c 9,588.		7,350.	2,238.
d 4,978.		5,159.	<181.>
e 298.			298.
f 419.			419.
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			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,392.
b			4,902.
c			2,238.
d			<181.>
e			298.
f			419.
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	<75,121.>
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

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

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SOURCE	AMOUNT
MONEY MARKET FUNDS	542.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	542.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND INTEREST INCOME	39,194.	0.	39,194.
DIVIDEND INCOME	27,665.	419.	27,246.
PARTNERSHIP INCOME	11.	0.	11.
TOTAL TO FM 990-PF, PART I, LN 4	66,870.	419.	66,451.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIPS	648.	648.	
FEDERAL TAX REFUND	2,182.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,830.	648.	

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FORM 990-PF ACCOUNTING FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT FEES	2,690.	0.		2,690.
TO FORM 990-PF, PG 1, LN 16B	2,690.	0.		2,690.

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FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	152.	152.		0.	
TO FORM 990-PF, PG 1, LN 18	152.	152.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	2,368.	2,368.		0.	
ANNUAL MEETING	462.	0.		462.	
TO FORM 990-PF, PG 1, LN 23	2,830.	2,368.		462.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
400 SHS CHEVRONTExACO	20,343.	30,796.		
360 SHS PROCTOR & GAMBLE	14,812.	21,827.		
200 SHS IBM	17,445.	26,180.		
1040 SHS DOMINION RESOURCES	38,715.	40,477.		
700 SHS HEWLETT PACKARD	30,597.	36,057.		
400 SHS CVS CORP	14,392.	12,884.		
825 SHS H. J. HEINZ CORP	32,018.	35,277.		
310 SHS KRAFT FOODS	6,999.	8,426.		
250 SHS PEPSICO INC	13,839.	15,200.		
1325 SHS SYSCO CORP	32,442.	37,021.		
275 SHS WAL-MART STORES	13,555.	14,699.		
160 SHS BP PLC	6,845.	9,275.		
250 SHS SCHLUMBERGER LTD	14,211.	16,271.		
350 SHS XTO ENERGY INC	13,711.	16,285.		
350 SHS AFLAC	14,628.	16,187.		
175 SHS EXPRESS SCRIPTS INC CL A	13,286.	15,123.		
310 SHS GILEAD SCIENCES	13,850.	13,414.		
160 SHS NOVARTIS AG ADR	6,849.	8,709.		
2025 SHS PFIZER INC	36,766.	36,835.		
275 SHS TEVA PHARMACEUTICAL	13,461.	15,449.		



150 SHS W.W. GRAINGER	12,928.	14,524.
175 SHS L-3 COMMUNICATIONS HOLDINGS	12,867.	15,216.
225 SHS UNITED TECHNOLOGIES	14,499.	15,617.
375 SHS ACCENTURE LTD	14,266.	15,562.
210 SHS CISCO SYSTEMS	3,807.	5,027.
550 SHS MICROCHIP TECHNOLOGY	13,775.	15,978.
525 SHS MICROSOFT CORP	14,797.	16,002.
675 SHS ORACLE SYSTEMS CORP	13,806.	16,558.
400 SHS BARRICK GOLD CORP	14,432.	15,752.
1225 SHS AT&T INC	32,518.	34,337.
1075 SHS VERIZON COMMUNICATIONS	32,182.	35,615.
950 SHS AGL RESOURCES	33,000.	34,647.
1050 SHS AMERICAN ELECTRIC POWER	31,958.	36,530.
1175 SHS ATMOS ENERGY CORP	32,579.	34,545.
1025 SHS NSTAR	32,183.	37,720.
850 SHS PROGRESS ENERGY	32,571.	34,859.
950 SHS SCANA CORP	32,372.	35,796.
1025 SHS SOUTHERN COMPANY	32,540.	34,153.
1000 SHS WGL HOLDINGS	32,776.	33,540.
1700 SHS XCEL ENERGY INC	32,662.	36,074.
TOTAL TO FORM 990-PF, PART II, LINE 10B	841,282.	944,444.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
55000 XEROX CORP 7.125% DUE 06-15-10	55,521.	56,499.
55000 GENERAL ELECTRIC CORP NOTE 5.5% DUE 04-28-11	54,062.	57,904.
55000 BB&T CORP 4.75% DUE 10-01-12	53,918.	57,373.
100000 COCA COLA 3.625% DUE 03-15-14	104,457.	103,463.
100000 PROCTER & GAMBLE 3.500% DUE 02-15-15	104,245.	102,331.
TOTAL TO FORM 990-PF, PART II, LINE 10C	372,203.	377,570.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1475 SHS ISHARES MSCI EMERGING MARKET INDEX FUND	COST	58,221.	61,213.
1025 SHS ISHARES S & P GLOBAL MATERIALS FUND	COST	58,749.	63,776.
20930.233 SHS VANGUARD GNMA FUND ADMIRAL	COST	225,050.	222,698.
TOTAL TO FORM 990-PF, PART II, LINE 13		342,020.	347,687.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LOUISE F. MILLER 105 ROCK RIDGE LANE VESUVIUS, VA 24483	DIRECTOR, PRES & TREAS 10.00	0.	0.	0.
JAY MILLER 7617 LOESS LANE FT CALHOUN, NE 68023	DIRECTOR & SECRETARY 0.00	0.	0.	0.
LINN CULBERTSON 1921 GOSS STREET BOULDER, CO 80302	DIRECTOR 0.00	0.	0.	0.
PAUL MILLER 29 LONDONDERRY LANE LINCOLNSHIRE, IL 60069	DIRECTOR & V.P. 0.00	0.	0.	0.
GENE CULBERTSON 1921 GOSS STREET BOULDER, CO 80302	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BIBLICAL RESTORATION MIN. 1551 INDIAN HILLS DR SIOUX CITY, IA 51104	N/A CHARITY	PUBLIC	2,000.
BLAIR VOLUNTEER FIRE DEPT BLAIR CITY HALL 218 S 16TH ST BLAIR, NE 68008	N/A CHARITY	PUBLIC	1,000.
COMMUNITY MEDIATION CENTER 36 SOUTHGATE COURT HARRISONBURG, VA 22801	N/A CHARITY	PUBLIC	500.
DUBOIS MEDICAL CENTER P O BOX 1203 DUBOIS, WY 82513	N/A CHARITY	PUBLIC	5,000.
DUBOIS MUSEUM 909 W. RAMSHORN DUBOIS, WY 82513	N/A CHARITY	PUBLIC	500.
DUBOIS PUBLIC LIBRARY P O BOX 1269 DUBOIS, WY 82513	N/A CHARITY	PUBLIC	1,500.
DUBOIS VOLUNTEER FIRE DEPARTMENT 102 HORSE CREEK ROAD DUBOIS, WY 82513	N/A CHARITY	PUBLIC	5,000.
F.O.R. SWIMMING BOX 1552 LEXINGTON, VA 24450	N/A CHARITY	PUBLIC	500.

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FAIRFIELD VOLUNTEER RESCUE SQUAD 5885 N. LEE HIGHWAY FAIRFIELD, VA 24483	N/A CHARITY	PUBLIC	1,000.
FIRST PRESBYTERIAN CHURCH 1820 FIFTEENTH STREET BOULDER, CO 80302	N/A CHARITY	PUBLIC	5,000.
FONTENELLE FOREST 1111 N. BELLEVUE BLVD BELLEVUE, NE 68005	N/A CHARITY	PUBLIC	1,000.
GOOD NEWS MINISTRY P O BOX 9760 RICHMOND, VA 23228	N/A CHARITY	PUBLIC	5,000.
HENRY DOORLY ZOO 3701 S. 10TH OMAHA, NE 68107	N/A CHARITY	PUBLIC	500.
INT'L CENTER BIBLICAL COUNSELING 305 ACACIA BIG SANDY, TX 75755	N/A CHARITY	PUBLIC	2,000.
INT'L MINISTERIAL INSTITUTE BOX ONE OAK BROOK, IL 60522	N/A CHARITY	PUBLIC	1,000.
JOSLYN MUSEUM 2200 DODGE STREET OMAHA, NE 68102	N/A CHARITY	PUBLIC	500.
JUNIOR ACHIEVEMENT 11248 DAVENPORT AVE OMAHA, NE 68154	N/A CHARITY	PUBLIC	3,000.
MID-AMERICA BOY SCOUTS 12401 W. MAPLE OMAHA, NE 68164	N/A CHARITY	PUBLIC	2,000.

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NE PUBLIC RADIO (KVNO) U OF N AT OMAHA OMAHA, NE 68114	N/A CHARITY	PUBLIC	300.
OMAHA SYMPHONY 1605 HOWARD STREET OMAHA, NE 68102	N/A CHARITY	PUBLIC	500.
ORPHANS OF THE STORM PRIOR YEAR CHECK VOIDED P O BOX 31 DEERFIELD, IL 60015	N/A CHARITY	PUBLIC	<6,000.>
PLANNED PARENTHOOD 4610 DODGE STREET OMAHA, NE 68132	N/A CHARITY	PUBLIC	2,000.
ROCKBRIDGE COUNTY LIBRARY 138 S. MAIN LEXINGTON, VA 24450	N/A CHARITY	PUBLIC	1,000.
SACRED HEART JESUIT RETREAT 4801 N HWY 67 SEDALIA, CO 80135	N/A CHARITY	PUBLIC	3,000.
SALVATION ARMY P O BOX 269 ALEXANDRIA, VA 22313	N/A CHARITY	PUBLIC	500.
SHEKHINA HOUSE 1921 GOSS BOULDER, CO 80302	N/A CHARITY	PUBLIC	8,000.
SOUTH RIVER VOLUNTEER FIRE DEPT P O BOX 203 FAIRFIELD, VA 24435	N/A CHARITY	PUBLIC	1,000.
ST. STEPHENS MISSION P O BOX 278 ST STEPHENS, WY 82524	N/A CHARITY	PUBLIC	1,500.

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UNIVERSITY OF IDAHO COLLEGE OF LAW P O BOX 442321 MOSCOW, ID 83844	N/A CHARITY	PUBLIC	100.
UNIVERSITY OF NEBRASKA AT OMAHA 8712 W. DODGE RD OMAHA, NE 68114	N/A CHARITY	PUBLIC	2,000.
UTA HALEE VILLAGE 10625 CALHOUN ROAD OMAHA, NE 68112	N/A CHARITY	PUBLIC	3,000.
VA PUBLIC RADIO (WMRA) P O BOX 1292 HARRISONBURG, VA 22803	N/A CHARITY	PUBLIC	500.
VESUVIUS COMMUNITY ASSOCIATION P O BOX 304 VESUVIUS, VA 24483	N/A CHARITY	PUBLIC	300.
WARM BEACH CHRISTIAN CAMP 20800 MARINE DRIVE STANWOOD, WA 98282	N/A CHARITY	PUBLIC	3,000.
WY PUBLIC RADIO 1000 E. UNIV. AVE LARAMIE, WY 82071	N/A CHARITY	PUBLIC	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			58,700.