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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 JUL 1, 2009, and ending JUN 30, 2010

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 DOREEN DOWNS MILLER FOUNDATION INC	A Employer identification number 74-3116739
	Number and street (or P O box number if mail is not delivered to street address) 134 WHEATLEY ROAD	Room/suite
	City or town, state, and ZIP code BROOKVILLE, NY 11545	B Telephone number (516) 625-6824
	C <input type="checkbox"/> If exemption application is pending, check here ► <input type="checkbox"/> D <input type="checkbox"/> 1. Foreign organizations, check here ► <input type="checkbox"/> <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E <input type="checkbox"/> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F <input type="checkbox"/> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 6,037,989	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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	208,388.		N/A	
	2 Check ► <input type="checkbox"/> If the foundation is not required to attach Sch. B				
	Interest on savings and temporary cash investments	770.	770.		STATEMENT 1
	4 Dividends and interest from securities	80,152.	78,007.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-378,257.			
	b Gross sales price for all assets on line 6a	854,796.			
	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	12,333.	12,333.		STATEMENT 3	
12 Total Add lines 1 through 11	-76,614.	91,110.			
13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
14 Other employee salaries and wages 2010					
15 Pension plans, employee benefits					
16a Legal fees	169.	169.		0.	
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes	1,988.	1,988.		0.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	34,135.	34,135.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	36,292.	36,292.		0.	
25 Contributions, gifts, grants paid	471,250.			471,250.	
26 Total expenses and disbursements. Add lines 24 and 25	507,542.	36,292.		471,250.	
27 Subtract line 26 from line 12:	-584,156.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		54,818.			
c Adjusted net income (if negative, enter -0-)			N/A		

Assets	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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		266,949.	444,413.	446,138.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	1,409,488.	1,891,748.	1,811,143.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	4,655,102.	3,411,127.	3,780,708.
	14 Land, buildings, and equipment; basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		6,331,539.	5,747,288.	6,037,989.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <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		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		6,331,539.	5,747,288.	
	30 Total net assets or fund balances		6,331,539.	5,747,288.	
	31 Total liabilities and net assets/fund balances		6,331,539.	5,747,288.	

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	6,331,539.
2 Enter amount from Part I, line 27a	2	-584,156.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	5,747,383.
5 Decreases not included in line 2 (itemize) ► NON-DEDUCTIBLE EXPENSES	5	95.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,747,288.

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					
b	SEE ATTACHED STATEMENT				
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	854,796.	1,233,053.	-378,257.		
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) 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					
b					
c					
d					
e			-378,257.		
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	-378,257.	
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	732,045.	5,902,089.	.124032
2007	597,950.	7,511,411.	.079606
2006	584,205.	7,173,571.	.081439
2005	289,432.	4,407,585.	.065667
2004	626,543.	1,095,080.	.572144

2 Total of line 1, column (d) 2 .922888

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 .184578

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 6,040,197.

5 Multiply line 4 by line 3 5 1,114,887.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 548.

7 Add lines 5 and 6 7 1,115,435.

8 Enter qualifying distributions from Part XII, line 4 8 471,250.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

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 1,000.

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

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►

Refunded ►

11

1,000.

8

96.

10

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

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*1a 1b

c Did the foundation file Form 1120-POL for this year?

1c

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?

2 *If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 *If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

• 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?

7 *If "Yes," complete Part II, col. (c), and Part XV.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

NY

8b

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*9 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*10 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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? 13 X

Website address ► N/A Telephone no. ► (212) 486-5500
 14 The books are in care of ► LEVINE & SELTZER LLP ZIP+4 ►10022
 Located at ► 150 EAST 52ND STREET, NEW YORK, NY

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.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No

(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A ►

Organizations relying on a current notice regarding disaster assistance check here

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes X No

If "Yes," list the years ► 2a

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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

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
 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)?

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**

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

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

 Yes No

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

If "Yes" to 6b, file Form 8870

 Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DOREEN D MILLER 134 WHEATLEY AVENUE BROOKVILLE, NY 11545	DIRECTOR, PRES, TREAS 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

►

0

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

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

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

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A | Summary of Direct Charitable Activities

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

1	N/A	Expenses
2		
3		
4		

Part IX-B | Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	Amount
2		
3		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3 ► 0.		

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:

- a Average monthly fair market value of securities
- b Average of monthly cash balances
- c Fair market value of all other assets
- d Total (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and
1c (attach detailed explanation)

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

6 Minimum investment return Enter 5% of line 5

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

2a Tax on investment income for 2009 from Part VI, line 5

b Income tax for 2009. (This does not include the tax from Part VI.)

c Add lines 2a and 2b

3 Distributable amount before adjustments. Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1

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
- b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

3 Amounts set aside for specific charitable projects that satisfy the:

- a Suitability test (prior IRS approval required)
- b Cash distribution test (attach the required schedule)

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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

6 Adjusted qualifying distributions Subtract line 5 from line 4

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.

1a	5,829,499.
1b	302,681.
1c	
1d	6,132,180.
1e	0.
2	0.
3	6,132,180.
4	91,983.
5	6,040,197.
6	302,010.

1	302,010.
2a	1,096.
2b	
2c	1,096.
3	300,914.
4	0.
5	300,914.
6	0.
7	300,914.

1a	471,250.
1b	0.
2	
3a	
3b	
4	471,250.
5	0.
6	471,250.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				300,914.
2 Undistributed income, if any, as of the end of 2008			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	584,611.			
b From 2005	71,206.			
c From 2006	231,169.			
d From 2007	231,321.			
e From 2008	437,430.			
f Total of lines 3a through e	1,555,737.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 471,250.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount			300,914.	
e Remaining amount distributed out of corpus	170,336.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,726,073.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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 instructions	0.			
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	584,611.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,141,462.			
10 Analysis of line 9:				
a Excess from 2005	71,206.			
b Excess from 2006	231,169.			
c Excess from 2007	231,321.			
d Excess from 2008	437,430.			
e Excess from 2009	170,336.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year (a) 2009	Prior 3 years			(e) Total
		(b) 2008	(c) 2007	(d) 2006	
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	3 Complete 3a, b, or c for the alternative test relied upon:				
	a "Assets" alternative test - enter:				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
	c "Support" alternative test - enter:				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

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:

DOREEN MILLER

134 WHEATLEY ROAD, BROOKVILLE, NY 11545

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

ANY FORMS

c Any submission deadlines:

NONE

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

NONE

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)				
<i>a Paid during the year</i>				
SEE ATTACHED				471,250.
Total			► 3a	471,250.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	770.	
5 Net rental income or (loss) from real estate:			14	80,152.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	12,333.	
8 Gain or (loss) from sales of assets other than inventory			14	-378,257.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-285,002.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		-285,002.
(See worksheet in line 13 instructions to verify calculations.)					

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

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

2009

Name of the organization

Employer identification number

DOREEN DOWNS MILLER FOUNDATION INC74-3116739

Organization type (check one)

Filers of: Section:

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust not treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

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

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

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

Name of organization

Employer identification number

DOREEN DOWNS MILLER FOUNDATION INC

74-3116739

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DOREEN MILLER 134 WHEATLEY ROAD BROOKVILLE, NY 11545	\$ 208,388.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

DOREEN DOWNS MILLER FOUNDATION, INC.

EIN: 74-3116739

TAX YEAR 7/01/09-6/30/10

Part XV, Line 3a. Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
ADELPHI UNIVERSITY 1 South Avenue PO Box 701 Garden City, NY 11530	\$10,000.00
ALLIANCE FOR CHILDHOOD P.O. Box 444 College Park, MD 20741	\$2,500.00
ASPCA 424 E. 92 nd Street New York, NY 10128-6804	\$1,000.00
AWSNA 337 Oak Grove Street Minneapolis. MN 55403	\$1,500.00
BIDAWEE 410 East 38 th Street New York, NY 10016	\$750.00
CALIFORNIA PARENTING INSTITUTE 3650 Standish Avenue Santa Rosa, CA 95407	\$250,000.00 ✓
CAMPAIGN FOR COMMERCIAL FREE CHILDHOOD Non Profit Center 89 South St., #404 Boston, MA 02111	\$2,000.00
CHILD CARE COUNCIL OF NASSAU 925 Hempstead Tpke, Suite 400 Franklin Square, NY 11010	\$14,000.00
CLASSICAL ACTION 165 West 46 th Street Suite 1310 New York, NY 10036	\$500.00

DOREEN DOWNS MILLER FOUNDATION, INC.

EIN: 74-3116739

TAX YEAR 7/01/09-6/30/10

Part XV, Line 3a. Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
DRS. WITHOUT BORDERS 333 West 7 th Avenue, 2 nd Floor New York, NY 10001-5004	\$1,000.00
EAC MATCHING GRANT 50 Clinton Street Hempstead, NY 11550	\$20,000.00
EARLY YEARS INSTITUTE One Dupont Street Suite 101 Plainview, NY 11803	\$50,000.00
FRIENDS ACADEMY 270 Duck Pond Road Locust Valley, NY 11560	\$2,000.00
GRANTMAKERS FOR CHILDREN YOUTH & FAMILIES 8757 Georgia Avenue, Suite 540 Silver Spring, MD 20910	\$15,000.00
GN/MCCCCP AVE 3 Street Paul's Place Great Neck, NY 11021	\$750.00
HERSTORY WRITER'S WORKSHOP 2539 Middle Country Road Fl. 2 Centereach, NY 11720	\$500.00
IANDS 2741 Campus Walk Avenue, Building 500 Durham, NC 27705-8878	\$1,500.00
INSTITUTE FOR STUDENT ACHIEVEMENT One Old Country Road Suite 250 Carle Place, NY 11514	\$1,500.00

DOREEN DOWNS MILLER FOUNDATION, INC.

EIN: 74-3116739

TAX YEAR 7/01/09-6/30/10

Part XV, Line 3a. Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
LONG ISLAND FUND FOR WOMEN & GIRLS BREAKFAST SPONSOR 1740 Old Jericho Turnpike Jericho, NY 11753	\$23,500.00
LONG ISLAND UNIVERSITY 710 Northern Boulevard Brookville, NY 11548	\$5,000.00
MARCH OF DIMES 1275 Mamaroneck Avenue White Plains, NY 10605	\$500.00
MIDDLE COUNTY LIBRARY FOUNDATION 101 Eastwood Boulevard Centereach, NY 11720	\$27,000.00
THE NATURE CONSERVANCY 4245 North Fairfax Drive Suite 100 Arlington, Va 22203-1606	\$1,000.00
NY PUBLIC LIBRARY 476 5 th Avenue New York, NY 10018	\$500.00
NY ZERO TO THREE NETWORK 331 West 57 th Street - #166 New York, NY 10019	\$3,000.00
NYU FUND 25 West 4 th Street, #501 New York, NY 10012	\$4,000.00
PLANNED PARENTHOOD 434 West 33 rd Street New York, NY 10001	\$1,000.00
PPNCF 540 Fulton Avenue Hempstead, NY 11550	\$1,500.00

DOREEN DOWNS MILLER FOUNDATION, INC.

EIN: 74-3116739

TAX YEAR 7/01/09-6/30/10

Part XV, Line 3a. Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
THIRTEEN 450 West 33 rd Street New York, NY 10001	\$1,750.00
TRUSTEES OF UNIVERSITY OF PENNSYLVANIA 3451 Walnut Street Philadelphia, PA 19104	\$5,000.00
UNITED WAY OF LONG ISLAND 819 Grand Boulevard Deer Park, NY 11729	\$10,000.00
WASHINGTON UNIVERSITY One Brookings Drive St. Louis, Missouri 63130-4899	\$5,000.00
WNYC - RADIO 160 Varick Street New York, NY 10013	\$7,000.00
WORLD WILDLIFE FUND 1250 Twenty-Fourth Street, NW P.O. Box 97180 Washington, DC 20090-7180	\$1,000.00
TOTAL 2009-2010 CONTRIBUTIONS	<u>\$471,250.00</u>

** All contributions were made to aid and assist the various donees in the function for which they have been granted tax exempt status.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FROM K-1 - JP MORGAN GROWTH STRATEGIES TE PORTFOL				VARIOUS	VARIOUS
b FROM K-1 - JP MORGAN GROWTH STRATEGIES TE PORTFOL				VARIOUS	VARIOUS
c STATEMENT D-1			P	VARIOUS	VARIOUS
d STATEMENT D-1			P	VARIOUS	VARIOUS
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a		87,990.	-87,990.		
b		188,935.	-188,935.		
c	155,860.	137,846.	18,014.		
d	698,936.	818,282.	-119,346.		
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			-87,990.		
b			-188,935.		
c			18,014.		
d			-119,346.		
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	-378,257.	
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	

DOREEN DOWNS MILLER FOUNDATION, INC.
SCHEDULE OF REALIZED CAPITAL GAINS AND LOSSES
7/1/09 TO 6/30/10

SHORT- TERM

DATE ACQUIRED	DATE SOLD	SHARES	DESCRIPTION	SALES PRICE	COST	GAIN/(LOSS)
7/20/2009	07/22/10	2,487 00	DOLLAR TREE	113,237 90	110,846 00	2,391 90
99/99/99	08/25/09	108 63	BARCLAYS SARN SPX 2/16/2011	29,328 75	27,000 00	2,328 75
10/9/2009	11/05/09	1,266 00	SCHERING-PLough CORP - MERGE (10 50*1,266)	13,293 00	0 00	13,293 00
				155,859 65	137,846 00	18,013 65

LONG-TERM

DATE ACQUIRED	DATE SOLD	SHARES	DESCRIPTION	SALES PRICE	COST	GAIN/(LOSS)
99/99/99	12/1/2009		MERCK & CO INC - CIL	3 44	-	3 44
99/99/99	12/31/2009	7,500 00	MEDTRONIC INC	333,231 43	404,775 00	(71,543 57)
99/99/99	04/01/10	8,000 00	MEDTRONIC INC	364,510 63	413,506 51	(48,995 88)
99/99/99	99/99/99		Proceeds from various litigation settlements	1,190 20	-	1,190 20
				698,935 70	818,281 51	(119,345 81)
				854,795 35	956,127 51	(101,332 16)

DOREEN DOWNS MILLER FOUNDATION INC

74-3116739

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

SOURCE	AMOUNT
FROM K-1- JPMORGAN GLOBAL ACCESS PORTFOLIOS GROWTH STRATEGIES TE PORTFOLIO	606.
JPMORGAN	19.
THRU JPMORGAN	145.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	770.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1- JPMORGAN GLOBAL ACCESS PORTFOLIOS GROWTH STRATEGIES - TAX EXEMPT	2,145.	0.	2,145.
FROM K-1- JPMORGAN GLOBAL ACCESS PORTFOLIOS GROWTH STRATEGIES TE PORTFOLIO	56,055.	0.	56,055.
THRU JP MORGAN	21,952.	0.	21,952.
TOTAL TO FM 990-PF, PART I, LN 4	80,152.	0.	80,152.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - JPMORGAN GLOBAL ACCESS PORTFOLIOS GROWTH STRATEGIES TE PORTFOLIO	8,322.	8,322.	
2008 FEDERAL OVERPAYMENT	4,011.	4,011.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,333.	12,333.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	169.	169.		0.
TO FM 990-PF, PG 1, LN 16A	169.	169.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,000.	1,000.		0.
FOREIGN TAXES FROM K-1 - JP MORGAN GROWTH STRATEGIES TE PORTFOLIO	988.	988.		0.
TO FORM 990-PF, PG 1, LN 18	1,988.	1,988.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS FROM K-1 - JP MORGAN GROWTH STRATEGIES TE PORTFOLIO	33,190.	33,190.		0.
BANKING FEES	600.	600.		0.
NYS FILING FEES	250.	250.		0.
MEALS	95.	95.		0.
TO FORM 990-PF, PG 1, LN 23	34,135.	34,135.		0.

DOREEN DOWNS MILLER FOUNDATION INC

74-3116739

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN	1,891,748.	1,811,143.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,891,748.	1,811,143.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - JPMORGAN GLOBAL ACCESS PORTFOLIOS LLC	COST	3,411,127.	3,780,708.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,411,127.	3,780,708.

DOREEN DOWNS MILLER FOUNDATION INC			
SCHEDULE OF INVESTMENTS			
07/01/09 - 06/30/10			
SECURITY DESCRIPTIONS	# of SHS	FMV	COST BASIS
BROADCOM CORP	2,112 00	\$ 69,632 64	\$ 61,227 00
MEDTRONIC INC	12,801 00	\$ 464,292 27	\$ 414,206.18
MERCK & CO. INC	730.00	\$ 25,528 10	\$ 36,315 00
BARCLAY'S ARN SPX 9/09/10	50,000 00	\$ 37,370 00	\$ 50,000 00
JP MORGAN CHASE ARN SX5E NKY 7/6/10	100,000.00	\$ 58,460 00	\$ 100,000 00
JP MORGAN ACCESS GROWTH FUND SELECT	80,045 72	\$ 1,155,860 17	\$ 1,230,000.00
TOTAL		\$ 1,811,143.18	\$ 1,891,748.18