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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 <b>EARL B. &amp; LORAIN H. MILLER FOUNDATION</b>		A Employer identification number <b>95-2500545</b>
	Number and street (or P.O. box number if mail is not delivered to street address) <b>192 MARINA DRIVE</b>		B Telephone number <b>(562) 493-4711</b>
	City or town, state, and ZIP code <b>LONG BEACH, CA 90803</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>\$ 37,679,582.</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)
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		42.	42.		STATEMENT 1
4 Dividends and interest from securities		1,226,158.	1,226,158.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		635,518.			
b Gross sales price for all assets on line 6a		9,677,645.			
7 Capital gain net income (from Part IV, line 2)			635,518.		
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		891.	3,020.		STATEMENT 3
12 Total. Add lines 1 through 11		1,862,609.	1,864,738.		
13 Compensation of officers, directors, trustees, etc.		202,000.	12,625.		189,375.
14 Other employee salaries and wages		44,841.	2,803.		42,038.
15 Pension plans, employee benefits					
16a Legal fees STMT 4		74,280.	70,480.		3,800.
b Accounting fees STMT 5		46,128.	36,750.		9,378.
c Other professional fees STMT 6		133,978.	133,978.		0.
17 Interest					
18 Taxes STMT 7		35,110.	3,435.		15,675.
19 Depreciation and depletion		2,907.	0.		
20 Occupancy		16,200.	1,013.		15,187.
21 Travel, conferences, and meetings					
22 Printing and publications		3,680.	230.		3,450.
23 Other expenses STMT 8		31,941.	710.		31,231.
24 Total operating and administrative expenses. Add lines 13 through 23		591,065.	262,024.		310,134.
25 Contributions, gifts, grants paid		2,786,848.			2,786,848.
26 Total expenses and disbursements. Add lines 24 and 25		3,377,913.	262,024.		3,096,982.
27 Subtract line 26 from line 12		<1,515,304.>			
a Excess of revenue over expenses and disbursements			1,602,714.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

**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
<b>Assets</b>	1 Cash - non-interest-bearing	871,281.	647,461.	647,461.
	2 Savings and temporary cash investments			
	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 9	37,847,183.	36,558,740.	36,986,363.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	586,621.	586,486.	42,147.
	14 Land, buildings, and equipment basis ▶ 30,807.			
	Less: accumulated depreciation STMT 11 ▶ 27,196.	6,517.	3,611.	3,611.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	39,311,602.	37,796,298.	37,679,582.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	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.		
<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	39,311,602.	37,796,298.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	39,311,602.	37,796,298.	
31 Total liabilities and net assets/fund balances	39,311,602.	37,796,298.		

**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	39,311,602.
2 Enter amount from Part I, line 27a	2	<1,515,304.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	37,796,298.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,796,298.

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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	SECURITIES - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	MUTUAL FUNDS - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	5,833,134.		5,373,938.	459,196.
b	3,754,743.		3,668,189.	86,554.
c	89,768.			89,768.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			459,196.
b			86,554.
c			89,768.
d			
e			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	635,518.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,633,506.	33,425,696.	.078787
2007	2,699,109.	41,962,593.	.064322
2006	2,630,343.	42,602,669.	.061741
2005	1,895,962.	40,349,865.	.046988
2004	2,232,836.	37,629,528.	.059337

2	Total of line 1, column (d)	2	.311175
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	.062235
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	38,432,048.
5	Multiply line 4 by line 3	5	2,391,819.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,027.
7	Add lines 5 and 6	7	2,407,846.
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	3,096,982.

**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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	16,027.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	16,027.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	16,027.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	18,813.
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	18,813.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	12.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,774.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 2,774. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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) <input type="checkbox"/> CA		
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 ► <u>EANDLMILLERFDN.COM</u>	13	X	
14	The books are in care of ► <u>WALTER M. FLORIE, JR.</u> Telephone no ► <u>(562) 493-4711</u> Located at ► <u>192 MARINA DRIVE, LONG BEACH, CA</u> ZIP+4 ► <u>90803</u>			
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
<b>1a</b> 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>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
<b>c</b> 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
<b>2</b> 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))		
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</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
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>b</b> If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)		3b
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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?

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		202,000.	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	38,403,693.
b	Average of monthly cash balances	1b	550,981.
c	Fair market value of all other assets	1c	62,634.
d	Total (add lines 1a, b, and c)	1d	39,017,308.
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	39,017,308.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	585,260.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,432,048.
6	Minimum investment return. Enter 5% of line 5	6	1,921,602.

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

1	Minimum investment return from Part X, line 6	1	1,921,602.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	16,027.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,027.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,905,575.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,905,575.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,905,575.

**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	3,096,982.
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	3,096,982.
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	16,027.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,080,955.

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

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,905,575.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	1,351,856.			
f Total of lines 3a through e	1,351,856.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 3,096,982.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	2,543,263.			
d Applied to 2009 distributable amount				553,719.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	1,351,856.			1,351,856.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,543,263.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,543,263.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	2,543,263.			

\*\* SEE STATEMENT 13

Form 990-PF (2009)



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

Recipient Name and address (home or business)	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
<b>a</b> Paid during the year SEE ATTACHED SCHEDULE				2786848.
<b>Total</b>			<b>3a</b>	2786848.
<b>b</b> Approved for future payment  NONE				
<b>Total</b>			<b>3b</b>	0.





## 2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER SOFTWARE	11/23/01	DB	5.00	17	3,271.		981.	2,290.	2,314.		0.
2	ESSENTIAL GIFTS	11/22/02	SL	3.00	16	5,003.		1,501.	3,502.	3,501.		0.
3	COMPUTER	10/15/04	SL	5.00	16	2,183.			2,183.	2,183.		0.
4	WALTERS OFFICE FURNITURE	10/15/04	SL	7.00	16	10,774.			10,774.	7,310.		1,539.
5	PAMS OFFICE FURNITURE	10/15/04	SL	7.00	16	9,575.			9,575.	6,498.		1,368.
	* TOTAL 990-PF PG 1 DEPR					30,806.		2,482.	28,324.	21,806.	0.	2,907.

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

SOURCE	AMOUNT
FARMERS & MERCHANTS BANK	42.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	42.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MUTUAL FUNDS & COMMON STOCKS	1,315,783.	89,768.	1,226,015.
SULLY-MILLER LAND COMPANY	143.	0.	143.
TOTAL TO FM 990-PF, PART I, LN 4	1,315,926.	89,768.	1,226,158.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SULLY-MILLER LAND - RENTAL INCOME	1,850.	1,850.	
SULLY-MILLER LAND - ADJUST TO BOOK	<2,129.>	0.	
MISCELLANEOUS INCOME	1,170.	1,170.	
TOTAL TO FORM 990-PF, PART I, LINE 11	891.	3,020.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	74,280.	70,480.		3,800.
TO FM 990-PF, PG 1, LN 16A	74,280.	70,480.		3,800.



FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	46,128.	36,750.		9,378.
TO FORM 990-PF, PG 1, LN 16B	46,128.	36,750.		9,378.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	104,947.	104,947.		0.
CUSTODIAN FEES	22,781.	22,781.		0.
PROPERTY MANAGEMENT	6,250.	6,250.		0.
TO FORM 990-PF, PG 1, LN 16C	133,978.	133,978.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD ON DIVIDENDS	2,390.	2,390.		0.
PAYROLL TAXES	16,720.	1,045.		15,675.
FEDERAL EXCISE TAX	16,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	35,110.	3,435.		15,675.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE AND FAX	1,870.	117.		1,753.
POSTAGE	3,128.	196.		2,932.
OTHER OFFICE EXPENSE	648.	41.		607.
DUES AND SUBSCRIPTIONS	1,447.	90.		1,357.
INSURANCE	4,250.	266.		3,984.
MEALS	2,434.	0.		2,434.
MISC CHARITABLE EXPENSES	3,614.	0.		3,614.
COMPUTER EXPENSE	2,848.	0.		2,848.
TABLES & EVENTS	11,702.	0.		11,702.
TO FORM 990-PF, PG 1, LN 23	31,941.	710.		31,231.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES (SEE ATTACHED SCHEDULE)	9,028,054.	9,521,027.
EUROPACIFIC GROWTH MUTUAL FUND	0.	0.
PIMCO TOTAL RETURN MUTUAL FUND	7,947,114.	8,468,228.
DFA FUND	1,061,364.	1,065,833.
PIMCO ALL ASSETS FUND	4,357,264.	4,126,409.
PIMCO REAL RETURN FUND	3,573,655.	3,567,646.
TURNER GROWTH FUND	3,198,886.	2,780,490.
AMER EUROPACIFIC GROWTH FUND	6,138,640.	6,323,053.
DFA EMERGING MARKETS	703,763.	623,104.
CREDIT SUISSE COMMODITY	550,000.	510,573.
TOTAL TO FORM 990-PF, PART II, LINE 10B	36,558,740.	36,986,363.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SULLY MILLER LAND CO	COST	586,486.	42,147.
TOTAL TO FORM 990-PF, PART II, LINE 13		586,486.	42,147.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT    11

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	3,271.	3,295.	<24.>
SOFTWARE - ESSENTIAL GIFTS	5,003.	5,002.	1.
COMPUTER	2,183.	2,183.	0.
WALTERS OFFICE FURNITURE	10,774.	8,849.	1,925.
PAMS OFFICE FURNITURE	9,575.	7,866.	1,709.
TOTAL TO FM 990-PF, PART II, LN 14	30,806.	27,195.	3,611.

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FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS      STATEMENT    12

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WALTER M. FLORIE, JR. 192 MARINA DRIVE LONG BEACH, CA 90803	PRESIDENT 24.00	202,000.	0.	0.
WARREN R. SCHULTEN 192 MARINA DRIVE LONG BEACH, CA 90803	VICE PRESIDENT 1.00	0.	0.	0.
JEANNE KARATSU 192 MARINA DRIVE LONG BEACH, CA 90803	TREASURER 1.00	0.	0.	0.
RON R. ARIAS 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0.	0.
WILLIAM H. MARMION, PH.D. 192 MARINA DRIVE LONG BEACH, CA 90803	SECTRETARY 1.00	0.	0.	0.
DR. NANCY KIMBER 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0.	0.
WILLIAM R. MIZER 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		202,000.	0.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 13

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE EARL B. AND ELAINE H. MILLER FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED: ✓

Walter M. Flower

NAME AND TITLE:

President. CEO Walter M. Flower

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WALTER M. FLORIE, JR, 192 MARINA DRIVE, LONG BEACH, CA 90803

TELEPHONE NUMBER

562-493-4711

FORM AND CONTENT OF APPLICATIONS

LETTER OF PROPOSAL, NOT EXCEEDING THREE PAGES, INCLUDING THE FOLLOWING: DESCRIPTION OF ORGANIZATION'S HISTORY, GOALS AND OBJECTIVES, AND CURRENT LONG BEACH PROGRAMS. APPLICANTS MUST ALSO INCLUDE THE AMOUNT OF REQUEST AND THE TOTAL OVERALL COST. APPLICANT'S MUST DESCRIBE HOW THE REQUEST COMPLIMENTS THE MILLER FOUNDATION'S GOALS. FINALLY, APPLICANTS MUST PROVIDE EVIDENCE OF TAX-EXEMPT, NONPROFIT STATUS; MOST RECENT YEAR-END AND INTERIM FINANCIAL STATEMENTS; AND, A COPY OF THE CURRENT STRATEGIC OR BUSINESS PLAN AND BUDGET.

ANY SUBMISSION DEADLINES

BEFORE 6/30 YEAR END

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE QUALIFIED DOMESTIC CHARITY BENEFITTING THE GREATER LONG BEACH AREA. DRIVER MODEL IS HEALTH CARE FOR THE WHOLE CHILD WHICH INCLUDES EDUCATION, FAMILY AND CHILD DEVELOPMENT, MORAL CITIZENSHIP, AND THE ARTS.

2009 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - EARL B. & LORRAINE H. MILLER FOUNDATION

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER SOFTWARE	112301	200DB5	5.00	17	3,271.		981.	2,290.	2,314.		0.
2	ESSENTIAL GIFTS	112202	SL	3.00	16	5,003.		1,501.	3,502.	3,501.		0.
3	COMPUTER	101504	SL	5.00	16	2,183.			2,183.	2,183.		0.
4	WALTERS OFFICE FURNITURE	101504	SL	7.00	16	10,774.			10,774.	7,310.		1,539.
5	PAMS OFFICE FURNITURE	101504	SL	7.00	16	9,575.			9,575.	6,498.		1,368.
	* TOTAL 990-PF PG 1					30,806.		2,482.	28,324.	21,806.	0.	2,907.
	DEPR											

**Miller Foundation**  
**Investments Corporate Stock**  
**40359**

**FEIN 95-2500545**  
**FORM 990-PF PART II**  
**Statement 9**

ISSUER	NO OF SHARES	COST BASIS	FMV BASIS
Acutant Corp	2,100 00	26,322.45	39,543.00
Alleghany Corp	245 56	72,233.75	72,151 80
Altra Holdings Inc	3,400 00	23,746.14	44,268 00
B F Goodrich Co	2,700 00	195,708.69	178,875 00
Central Garden & Pet Co Class A Non Voting	11,650.00	94,732.78	104,500 50
Chimera Investment Corp	28,600 00	85,977.21	103,246.00
Coinstar, Inc.	1,625 00	46,696 61	69,826.25
Corelogic Inc.	2,400.00	57,109.54	42,384 00
Crane Co	1,500 00	37,919 43	45,315 00
Eagle Materials Inc.	1,700 00	34,137 49	44,081 00
Fair Isaac & Co Inc.	2,200 00	45,590.29	47,938.00
First American Financial Corp	3,200 00	27,267.00	40,576 00
Global Industres, Inc.	5,700.00	40,556 19	41,097 00
GP Strategies Corp	6,200 00	48,511 38	45,012 00
HillTop Holdings, Inc	4,300 00	52,159 12	43,043 00
HSH Inc Comm	1,700 00	43,507 76	40,800 00
Ilex Corporation	1,350 00	25,749.81	38,569 50
ITT Industries Inc	6,800 00	351,570 60	305,456.00
Liberty Media Holding Corp.	14,300 00	182,033.52	194,124 00
Nalco Holdings Co.	1,800 00	22,344 39	36,828.00
Perkin Elmer	4,100.00	52,953 33	84,747.00
Pioneer Natural Resources	4,800 00	266,992 47	285,360 00
Ralcorp Holdings, Inc New	7,000 00	386,686 91	383,600.00
Scotts Company Cl A	900.00	15,771 87	39,969 00
Spartech Corp	7,800.00	75,424 03	79,950.00
Symetra	4,800 00	59,494 97	57,600 00
TCF Financial Corp	2,600.00	30,463 37	43,186.00
Teleflex Inc	1,600 00	95,713.03	86,848 00
United Online Inc	13,500 00	96,372.24	77,760.00
Universal Corp	1,100.00	46,067 00	43,648 00
Washington Post Co	107.86	37,528.43	44,331.84
Wendy/Arbys Group Inc	21,000 00	148,252.71	84,000.00
White Mountains Insurance Group, Inc.	1,385 00	343,660.39	449,017 00
Wilmington Trust Corp	3,600 00	41,044.50	39,924.00
<b>TOTAL STOCKS - SMALL CAP</b>		<b>3,210,299.40</b>	<b>3,377,574.89</b>

**Earl B. Loraine H. Miller Foundation**  
**Investments Corporate Stock**  
**40359**

**FEIN 95-2500545**  
**FORM 990-PF PART II**  
**Statement 9**

ISSUER	NO. OF SHARES	COST BASIS	FMV BASIS
Accenture LTD	4,900.00	130,462.50	189,385.00
AES Corporation	32,000.00	389,617.35	295,680.00
Baxter International, Inc.	8,100.00	321,264.03	329,184.00
Berkshire Hathaway	2,400.00	109,944.96	191,256.00
Boeing Company	2,600.00	169,530.41	163,150.00
Chesapeake Energy Corp Oklahoma	6,400.00	175,061.88	134,080.00
Covidien Ltd Shs	8,550.00	288,564.44	343,539.00
Equifax, Inc.	11,000.00	274,018.11	308,660.00
Haliburton	14,300.00	385,388.80	351,065.00
HSBC Hldg Plc ADR, New	3,175.00	180,661.68	144,748.25
JP Morgan Chase & CO	8,200.00	264,825.98	300,202.00
Kraft Foods Inc.	12,200.00	324,173.10	341,600.00
Loew's Corporation	5,400.00	194,693.22	179,874.00
Lowes Cos Inc	16,100.00	347,596.25	328,762.00
Parker - Hannifin Corp	3,600.00	170,355.60	199,656.00
Pepsico, Inc.	2,900.00	112,087.75	176,755.00
3 M Co	4,900.00	352,063.90	387,051.00
Tyco International LTDNew (Formerly Tyco I	8,000.00	300,339.38	281,840.00
Tyco Electronics Lt Shs	14,900.00	303,091.88	378,162.00
Vulcan Materials co	6,700.00	332,901.30	293,661.00
Wal-Mart Stores Inc	6,600.00	313,015.45	317,262.00
Yahoo, Inc.	20,900.00	290,076.37	289,256.00
Yum Brands, Inc (Formerly Tricon Global R	5,600.00	88,019.70	218,624.00
<b>TOTAL STOCKS - LARGE CAP</b>		<b>5,817,755.04</b>	<b>6,143,452.25</b>
<b>TOTAL STOCKS</b>		<b>9,028,054.44</b>	<b>9,521,027.14</b>



**MILLER FOUNDATION**  
**GAIN (LOSS) ON SALE OF SECURITIES**  
**40359**  
**FEIN: 95-2500545**

ISSUER	NUMBER OF SHARES	DATE SOLD	PROCEEDS	PER TAX	
				BASIS	GAIN (LOSS)
S Plato Learning	4,200 00	40,007 00	16,442 57	26,866 81	(10,424 24)
L AES Corporation	2,200 00	40,007 00	24,033.28	19,708 48	4,324 80
S Spartech Corp	1,500 00	40,007 00	13,590 89	37,548 90	(23,958 21)
S Central Garden & Pet Co Class A Non Voting	1,186 00	40,008 00	10,753 30	11,070 15	(316 85)
S Central Garden & Pet Co Class A Non Voting	714 00	40,009 00	6,438 11	5,715 95	722 16
S Spartech Corp	2,800 00	40,017 00	32,056 38	69,717 44	(37,661 06)
L Mattel, Inc.	600 00	40,018 00	10,666 82	11,640 00	(973 18)
S Central Garden & Pet Co Class A Non Voting	4,000 00	40,018 00	45,911 05	26,559 71	19,351 34
S Liberty Media Holding Corp	6,100 00	40,038 00	53,883 69	21,484 81	32,398 88
S Fisher Communications, Inc	1,000 00	40,038 00	19,344 00	44,975 15	(25,631 15)
S Liberty Media Holding Corp	2,800 00	40,043 00	28,204 23	9,861 88	18,342 35
S Spartech Corp	3,200 00	40,044 00	42,208 77	70,857 30	(28,648 53)
S Global Industries, Inc	1,600 00	40,051 00	15,123 20	13,671 04	1,452 16
S Liberty Media Holding Corp	2,100 00	40,053 00	39,561 30	31,405 50	8,155 80
S Global Industries, Inc.	6,800 00	40,056 00	64,620 09	21,992 56	42,627 53
L Virgin Media Inc.	3,200 00	40,056 00	36,146 64	34,016 64	2,130 00
S Exterran Holdings Inc Com	600 00	40,080 00	14,744 62	24,254 16	(9,509 54)
L Mattel, Inc.	9,100 00	40,086 00	163,362 63	151,334 12	12,028 51
<b>Total, 1Q</b>	<b>63,800.00</b>		<b>637,091.37</b>	<b>632,680.60</b>	<b>4,410.77</b>
L Yahoo, Inc.	3,400 00	40,091 00	58,665 48	40,424 43	18,241 05
S Acutant Corp	3,000 00	40,091 00	45,343 83	78,934 27	(33,590 44)
L Berkshire Hathaway "B"	33 00	40,091 00	109,747 51	65,518 32	44,229 19
S Universal Corp	700 00	40,091 00	29,458 74	29,722 00	(263 26)
S Scotts Company Cl A	400 00	40,091 00	16,811 57	8,107 38	8,704 19
L HSBC Hldg Plc ADR, New	500 00	40,091 00	28,341 77	42,008 00	(13,666 23)
L AES Corporation	4,400 00	40,091 00	64,463 17	40,167 12	24,296 05
S Fair Isaac & Co Inc.	1,300 00	40,091 00	27,675 80	30,238 88	(2,563 08)
S Chumera Investment Corp	10,100 00	40,091 00	36,914 64	112,586 94	(75,672 30)
L Accenture LTD	400 00	40,091 00	14,793 61	10,650 00	4,143 61
S Global Cash Access	3,600 00	40,091 00	25,157 30	25,614 43	(457 13)
L Annaly MTG Management	1,500 00	40,091 00	27,171 80	26,970 00	201 80
S Wendy/Arbys Group Inc	10,300 00	40,091 00	48,975 64	106,324 22	(57,348 58)
L Vulcan Materials co	1,000 00	40,091 00	53,629 62	66,094 77	(12,465 15)
S Spartech Corp	1,600 00	40,091 00	17,703 59	26,567 81	(8,864 22)
L Chesapeake Energy Corp Oklahoma	600 00	40,091 00	16,863 52	22,669 04	(5,805 52)
S Eagle Materials Inc	700 00	40,091 00	19,580 00	12,187 00	7,393 00
L Haliburton	300 00	40,091 00	8,038 29	9,801 56	(1,763 27)
S First American Financial Corp	1,100 00	40,091 00	36,200 00	38,843 45	(2,643 45)
L JP Morgan Chase & CO	1,300 00	40,091 00	57,006 00	32,513 89	24,492 11
S Nalco Holdings Co	2,100 00	40,091 00	43,019 39	39,201 14	3,818 25
L Tyco Electronics Lt Shs	500 00	40,091 00	10,927 21	10,455 16	472 05
S Plato Learning	3,200 00	40,091 00	13,425 67	16,909 22	(3,483 55)
S HillTop Holdings, Inc	7,100 00	40,091 00	86,578 44	86,070 08	508 36
L 3 M Co	500 00	40,091 00	36,536 56	36,441 25	95 31
S Liberty Media Holding Corp	8,500 00	40,091 00	91,669 04	22,370 18	69,298 86
L Comcast Corp	1,300 00	40,091 00	22,092 83	28,576 43	(6,483 50)
L Tyco International LTDNew	500 00	40,091 00	17,022 06	13,956 91	3,065 15
S Rakcorp Holdings, Inc New	700 00	40,091 00	40,868 47	35,956 06	4,912 41
L American Express Company	1,000 00	40,091 00	33,264 14	25,624 41	7,639 73
S Virgin Media Inc	2,900 00	40,091 00	39,367 01	30,208 02	9,158 99
L Covidien Ltd Shs	500 00	40,091 00	21,566 94	11,185 98	10,380 96
S Altra Holdings Inc	3,200 00	40,091 00	34,728 19	22,349 31	12,378 88
S Central Garden & Pet Co Class A Non Voting	5,200 00	40,091 00	54,483 63	29,035 12	25,448 51
L General Electric	1,400 00	40,091 00	22,896 41	48,350 54	(25,454 13)
L Baxter International, Inc.	200 00	40,091 00	11,158 71	6,124 00	5,034 71
S United Online Inc	7,900 00	40,091 00	62,483 99	85,080 26	(22,596 27)
L Berkshire Hathaway "B"	20 00	40,091 00	66,892 88	46,841 00	20,051 88
S White Mountains Insurance Group, Inc	400 00	40,091 00	121,586 53	118,329 12	3,257 41
L JP Morgan Chase & CO	500 00	40,091 00	22,306 82	18,735 96	3,570 86
S IDEX Corporation	500 00	40,091 00	13,707 15	6,212 78	7,494 37
S White Mountains Insurance Group, Inc	100 00	40,091 00	30,607 71	35,763 45	(5,155 74)
S Exterran Holdings Inc Com	1,000 00	40,091 00	23,164 40	27,837 04	(4,672 64)
S Washington Post Co	100 00	40,091 00	46,254 31	34,589 44	11,664 87
S Crane Co	1,400 00	40,091 00	35,384 09	46,521 20	(11,137 11)
S Wilmington Trust Corp	2,900 00	40,091 00	40,584 45	33,010 62	7,573 83
S Alleghany Corp	200 00	40,091 00	52,511 65	40,918 19	11,593 46
S Constar, Inc	900 00	40,091 00	29,199 75	16,181 91	13,017 84
S Liberty Media Holding Corp	2,900 00	40,091 00	60,903 94	37,291 10	23,612 84
S Perkin Elmer	2,300 00	40,091 00	43,572 38	48,459 18	(4,886 80)
S Acutant Corp	400 00	40,093 00	6,153 84	3,342 80	2,811 04
S Fisher Communications, Inc	3,150 00	40,093 00	59,984 47	111,612 78	(51,628 31)
L Annaly MTG Management	10,000 00	40,123 00	171,174 59	160,504 36	10,670 23
S Altra Holdings Inc.	100 00	40,129 00	1,109 47	698 42	411 05
S Exterran Holdings Inc Com	1,700 00	40,129 00	36,597 50	33,789 17	2,808 33
L American Express Company	5,400 00	40,133 00	215,731 63	79,269 76	136,461 87
S Nalco Holdings Co	2,000 00	40,133 00	46,716 79	28,083 70	18,633 09
L Comcast Corp	21,200 00	40,148 00	318,394 18	388,725 08	(70,330 90)
S Technitrol, Inc	6,451 00	40,169 00	28,415 91	48,094 60	(19,678 69)
<b>Total, 2Q</b>	<b>166,664.00</b>		<b>2,856,685.21</b>	<b>2,738,449.24</b>	<b>117,135.97</b>
S Virgin Media Inc	2,900 00	40,185 00	49,827 09	17,239 98	32,587 11

**MILLER FOUNDATION  
GAIN (LOSS) ON SALE OF SECURITIES  
40359  
FEIN: 95-2500545**

ISSUER	NUMBER OF SHARES	DATE SOLD	PROCEEDS	PER TAX	
				BASIS	GAIN (LOSS)
S Acuant Corp	500 00	40,186 00	9,487 01	4,178 50	5,308 51
S Acuant Corp	2,200 00	40,193 00	42,138 48	27,158 15	14,980 33
L Annaly MTG Management	10,000 00	40,204 00	171,034 42	148,756 86	22,277 56
L Berkshire Hathaway	3,600 00	40,213 00	269,581 13	165,948 04	103,633 09
S Liberty Media Holding Corp	1,100 00	40,234 00	34,338 04	6,140 51	28,197 53
S Liberty Media Holding Corp	900 00	40,248 00	11,894 87	2,241 72	9,653 15
S Liberty Media Holding Corp	1,200 00	40,248 00	39,679 89	8,851 80	30,828 09
L Boeing Company	700 00	40,254 00	48,510 57	55,133 69	(6,623 12)
S Liberty Media Holding Corp	3,300 00	40,263 00	49,632 02	10,151 58	39,480 46
L Equifax, Inc	1,500 00	40,266 00	53,662 86	28,077 81	25,585 25
L Tyco Electronics Lt Shs	1,600 00	40,266 00	44,979 42	39,654 24	5,325 18
S White Mountains Insurance Group, Inc	60 00	40,266 00	21,371 00	21,661 50	(290 50)
<b>Total, 3Q</b>	<b>29,660.00</b>		<b>846,136.80</b>	<b>635,184.16</b>	<b>310,942.64</b>
S White Mountains Insurance Group, Inc	100 00	40,269 00	35,249 90	36,102 50	(852 60)
L Cisco Systems	7,900 00	40,275 00	205,120 02	119,548 33	85,571 69
S White Mountains Insurance Group, Inc.	200 00	40,275 00	71,175 05	72,205 00	(1,029 95)
L Wal-Mart Stores Inc	800 00	40,275 00	44,227 25	36,450 64	7,776 61
L Kraft Foods Inc.	1,800 00	40,275 00	54,359 08	47,828 72	6,530 36
S Liberty Media Holding Corp	3,000 00	40,276 00	47,819 19	10,522 80	37,296 39
S Plato Learning	9,200 00	40,277 00	51,381 12	36,106 32	15,274 80
S Wilmington Trust Corp	800 00	40,280 00	14,451 75	8,844 00	5,607 75
L General Electric	10,900 00	40,291 00	206,819 63	360,709 87	(153,890 24)
S TCF Financial Corp	500 00	40,295 00	9,077 34	5,858 34	3,219 00
S Allegheny Corp	0 80	40,302 00	237 15	192 32	44 83
S Constar, Inc	900 00	40,303 00	41,786 83	27,073 43	14,713 40
S Ralcorp Holdings, Inc. New	700 00	40,308 00	46,498 32	37,793 07	8,705 25
S Constar, Inc.	425 00	40,316 00	23,814 48	11,662 63	12,151 83
L Symantec	11,400 00	40,323 00	170,912 17	210,283 86	(39,371 69)
L Total Fina S A Sponsored ADR	3,100 00	40,326 00	136,692 18	169,781 50	(33,089 32)
S Washington Post Co	430 00	40,340 00	189,029 23	158,673 66	30,355 57
S Washington Post Co	100 00	40,344 00	44,835 56	39,067 78	5,767 78
S Pioneer Natural Resources	1,000 00	40,353 00	70,746 80	52,984 81	17,761 99
S Allegheny Corp	100 00	40,353 00	30,087 88	25,924 13	4,163 85
<b>Total, 4Q</b>	<b>63,366.80</b>		<b>1,494,321.01</b>	<b>1,467,613.71</b>	<b>26,707.30</b>
<b>Total</b>	<b>293,269.80</b>		<b>5,833,134.39</b>	<b>5,373,937.71</b>	<b>459,196.68</b>

**MILLER FOUNDATION**  
**GAIN (LOSS) ON SALE OF MUTUAL FUNDS**  
**40359**  
**FEIN: 95-2500545**

TYPE	NUMBER OF SHARES	DATE SOLD	PROCEEDS	PER TAX	
				BASIS	GAIN (LOSS)
DFA International	18,867.93	40,022.00	250,000.00	263,396.23	(13,396.23)
EuroPacific Growth Fund	2,678.83	40,070.00	99,840.15	77,158.21	22,681.94
<b>Total, 1Q</b>	<b>21,546.76</b>		<b>349,840.15</b>	<b>340,554.44</b>	<b>9,285.71</b>
DFA International	26,881.72	40,091.00	400,000.00	375,268.82	24,731.18
Pimco All Asset Fund	10,540.36	40,121.00	124,903.28	137,340.90	(12,437.62)
EuroPacific Growth Fund	5,180.01	40,156.00	200,000.00	149,199.22	50,800.78
Turner Core Growth I	19,782.35	40,156.00	199,999.60	278,139.90	(78,140.30)
<b>Total, 2Q</b>	<b>62,384.44</b>		<b>924,902.88</b>	<b>939,948.84</b>	<b>(15,045.96)</b>
EuroPacific Growth Fund	3,176.62	40,185.00	125,000.00	91,495.90	33,504.10
Pimco Total Return Fund	22,893.77	40,232.00	250,000.00	230,311.36	19,688.64
Pimco Total Return Fund	7,272.73	40,263.00	80,000.00	73,163.63	6,836.37
Pimco Real Return Fund	7,400.56	40,263.00	80,000.00	86,586.49	(6,586.49)
<b>Total, 3Q</b>	<b>40,743.68</b>		<b>535,000.00</b>	<b>481,557.38</b>	<b>53,442.62</b>
DFA International	42,630.94	40,289.00	700,000.00	620,711.61	79,288.39
Pimco Real Return Fund	50,045.50	40,289.00	550,000.00	585,532.30	(35,532.30)
Turner Core Growth I	15,486.73	40,289.00	175,000.00	217,743.37	(42,743.37)
Pimco Total Return Fund	10,791.37	40,323.00	120,000.00	108,561.15	11,438.85
Pimco Total Return Fund	35,906.64	40,339.00	400,000.00	373,580.23	26,419.77
<b>Total, 4Q</b>	<b>154,861.17</b>		<b>1,945,000.00</b>	<b>1,906,128.66</b>	<b>38,871.34</b>
<b>Total</b>	<b>279,536.04</b>		<b>3,754,743.03</b>	<b>3,668,189.32</b>	<b>86,553.71</b>
<b>Grand Total</b>					<b>86,553.71</b>

**THE EARL B. AND LORAIN H. MILLER FOUNDATION  
GRANTS AND CONTRIBUTIONS  
FYE 6/30/10**

**THE EARL B. AND LORAIN H. MILLER FOUNDATION  
GRANTS AND CONTRIBUTIONS  
FYE 6/30/10**

<u>RECIPIENT NAME &amp; ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
<b>Health Care</b>			
ASSISTANCE LEAGUE OF LONG BEACH 6220 E SPRING STREET LONG BEACH, CA 90815-0664	EXEMPT	ORTHODONTIC SERVICES (ALLB ADOPT A CHILD'S SMILE) BUILDING THE FUTURE - 5 YEAR PLAN	50,000
CALIFORNIA AQUATIC THERAPY AND WELLNESS CENTER 6801 LONG BEACH BLVD LONG BEACH, CA 90805-1133	EXEMPT	NEW LIFEGUARD CHAIR AND GENERAL SUPPORT FOR WATER AQUATIC THERAPY AND SWIM LESSONS	25,000
CHILDREN'S DENTAL FOUNDATION 2790 ATLANTIC AVENUE LONG BEACH, CA 90806-1620	EXEMPT	PROGRAM SUPPORT AND PURCHASE OF DIGITAL PANOREX RENOVATION/REMODELING	197,350
THE CHILDREN'S CLINIC 2790 ATLANTIC AVENUE LONG BEACH, CA 90806	EXEMPT	HEALTH EDUCATION & PROMOTION AUGMENTATION RENOVATION/REMODELING	347,500
FOR THE CHILD 4565 CALIFORNIA AVENUE LONG BEACH, CA 90807-1507	EXEMPT	PROGRAM SUPPORT - PARENT CHILD INTERACTION THERAPY PROGRAM SUPPORT - TRUSTEE DIRECTED	77,000
THE GUIDANCE CENTER 4335 ATLANTIC AVENUE LONG BEACH CA 90807-2803	EXEMPT	MENTAL HEALTH SERVICES	54,000
LONG BEACH ALLIANCE FOR CHILDREN WITH ASTHMA 2651 ELM STREET, SUITE 100 LONG BEACH, CA 90806	EXEMPT	ASTHMA PROGRAMS, SUPPORT OF COMMUNITY HEALTH WORKER	53,000
MEMORIAL MEDICAL CENTER FOUNDATION PO BOX 1428 LONG BEACH CA 90801-1428	EXEMPT	CHILDREN'S HOSPITAL EXPANSION (MULTI-YEAR GRANT) NATIONAL HEALTH FOUNDATION TEAM SPIRIT - CANCER	510,500
MILLER FAMILY HEALTH EDUCATION CENTER 2525 GRAND AVENUE LONG BEACH, CA 90815	EXEMPT	PROGRAM SUPPORT - HEALTH EDUCATION	79,000
NATIONAL FEDERATION OF THE BLIND OF ILLINOIS, INC 6919 W BERWYN CHICAGO, IL 60656	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
RONALD MCDONALD HOUSE CHARITIES OF SO CAL 765 S PASADENA AVENUE PASADENA, CA 91105	EXEMPT	PROGRAM SUPPORT - CAPITAL CAMPAIGN (MULTI-YEAR GRANT) 1ST GRANT -2010 \$120,000 GRANTS 2-4 PICKED UP FOR 2011-2013 YEAR - (880,000)	120,000
<b>Health Care Total</b>			<b>1,514,350</b>
<b>Education</b>			
AQUARIUM OF THE PACIFIC 320 GOLDEN SHORE, SUITE 150 LONG BEACH, CA 90802-4200	EXEMPT	PROGRAM SUPPORT - SCHOLARSHIP FUND PROGRAM SUPPORT - TRUSTEE DIRECTED	38,848
BLAST - BETTER LEARNING AFTER SCHOOL 737 PINE AVENUE, SUITE 201 LONG BEACH, CA 90813	EXEMPT	AFTER SCHOOL EDUCATIONAL PROGRAM	50,000
CAL STATE LONG BEACH 1250 BELLFLOWER BLVD LONG BEACH, CA 90840-4501	EXEMPT	YOUNG SCIENTIST CAMP - TRUSTEE DIRECTED	2,000

**THE EARL B. AND LORAIN H. MILLER FOUNDATION  
GRANTS AND CONTRIBUTIONS  
FYE 6/30/10**

<u>RECIPIENT NAME &amp; ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
CHILDREN'S MARITIME FOUNDATION 4647 LAKEVIEW AVENUE, SUITE 109E YORBA LINDA, CA 92886	EXEMPT	GENERAL PROGRAM SUPPORT - AMERICAN PRIDE - OFFICIAL TALLSHIP OF LONG BEACH	35,000
CHILDREN TODAY 1301 W 12 STREET, PO BOX 16004 90806 LONG BEACH, CA 90813	EXEMPT	GENERAL PROGRAM SUPPORT - THE PLAY HOUSE WEST PRESCHOOL FACILITY FOR FAMILIES EXPERIENCING HOMELESSNESS	25,000
EARL B MILLER JAPANESE GARDEN 1250 BELLFLOWER BLVD LONG BEACH, CA 90840-0004	EXEMPT	DIRECTOR OF DEVELOPMENT POSITION	55,000
GRAPE EXPECTATIONS LONG BEACH PUBLIC LIBRARY FOUNDATION 101 PACIFIC AVE LONG BEACH, CA 90822-1003	EXEMPT	PROGRAM SUPPORT - MISCELLANEOUS GRANT MILLER	1,100
INTERNATIONAL CITY THEATRE ONE WORLD TRADE CENTER, SUITE 300 LONG BEACH, CA 90832-2069	EXEMPT	PROGRAM SUPPORT	50,000
LONG BEACH CITY COLLEGE FOUNDATION 4901 E CARSON STREET, B-12 LONG BEACH, CA 90808	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	2,500
LONG BEACH PUBLIC LIBRARY FOUNDATION 101 PACIFIC AVE LONG BEACH, CA 90822-1003	EXEMPT	PROGRAM SUPPORT - DICTIONARY SUPPORT MARK TWAIN LIBRARY - FAMILY LEARNING CENTER (MULTI-YEAR GRANT)	42,500
LONG BEACH SYMPHONY 110 W OCEAN BLVD , SUITE 22 LONG BEACH, CA 90802	EXEMPT	ELEMENTARY ENSEMBLE PROGRAM & FAMILY CONCERT MIDDLE SCHOOL ENSEMBLE PROGRAM MILLER CHILDREN'S HOSPITAL PROGRAM PROGRAM SUPPORT - TRUSTEE DIRECTED	210,000
L B NONPROFIT PARTNERSHIP 4900 E CONANT, BUILDING O LONG BEACH, CA 90808	EXEMPT	MANAGEMENT ASSISTANCE FOR L B NONPROFIT COMMUNITY	40,000
RANCHO LOS ALAMITOS FOUNDATION 6400 BIXBY HILL ROAD LONG BEACH, CA 90815-4706	EXEMPT	PROGRAM SUPPORT - TEACHERS RESOURCE PACKET (MULTI YEAR GRANT) PROGRAM SUPPORT - TRUSTEE DIRECTED	66,000
RANCHOS LOS CERRITOS FOUNDATION 4600 VIRGINIA ROAD LONG BEACH, CA 90807-1916	EXEMPT	VISITORS EDUCATION CENTER (MULTI-YEAR GRANT) PROGRAM SUPPORT - TRUSTEE DIRECTED	105,000
VOLUNTEER CENTER SOUTH BAY-HARBOR-LB OPERATION TEDDY BEAR PROGRAM 1230 CRAVENS AVENUE TORRANCE, CA 9501-2619	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	3,000
WESTERLY SCHOOL OF LONG BEACH 2950 EAST 29TH STREET LONG BEACH, CA 90806	EXEMPT	FINANCIAL AID FOR SCHOOL YEAR 2009 PROGRAM SUPPORT - TRUSTEE DIRECTED	3,500
YOUNG HORIZONS 501 ATLANTIC AVENUE LONG BEACH, CA 90802	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	6,500
		<b>Education Total</b>	<b>735,948</b>
<b>THE ARTS</b>			
ARTS COUNCIL FOR LONG BEACH	EXEMPT	EYE ON DESIGN - PHASE 3	60,000

**THE EARL B. AND LORAIN H. MILLER FOUNDATION**  
**GRANTS AND CONTRIBUTIONS**  
**FYE 6/30/10**

<u>RECIPIENT NAME &amp; ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
DBA PUBLIC CORPORATION FOR THE ARTS 110 PINE AVENUE, SUITE 1100 LONG BEACH, CA 90802			
LONG BEACH CITY COLLEGE 4901 E CARSON STREET LONG BEACH, CA 90808	EXEMPT	B E S T ARTS CONFERENCE PROGRAM SUPPORT	105,000
		<b>Arts Total</b>	<b>165,000</b>
<b>Moral Citizenship</b>			
LEADERSHIP LONG BEACH 3939 ATLANTIC AVENUE, SUITE 201 LONG BEACH, CA 90807	EXEMPT	LB YOUTH LEADERSHIP PROGRAM	40,000
LONG BEACH DAY NURSERY 1548 CHESTNUT AVE LONG BEACH CA 90813	EXEMPT	STEPPING STONES PROGRAM	40,000
		<b>Moral Citizenship Total</b>	<b>80,000</b>
<b>Family/Child Development</b>			
BOYS & GIRLS CLUBS OF LONG BEACH 3635 LONG BEACH BLVD LONG BEACH CA 90807-4018	EXEMPT	GENERAL OPERATING SUPPORT TECHNOLOGY LABS AND COMPUTERS - TRUSTEE DIRECTED	50,000
BOY SCOUTS OF AMERICA 401 E 37TH STREET, PO BOX 7338 LONG BEACH, CA 90807-0338	EXEMPT	SCOUT REACH PROGRAM	50,000
CAMPFIRE USA 7070 EAST CARSON ST LONG BEACH, CA 90808-2353	EXEMPT	WRAP PROGRAM, COMPUTER STATIONS & PAINTING	40,000
CENTRO CHA, INC 727 PINE AVENUE, 2ND FLOOR LONG BEACH, CA 90813	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
FAMILIES IN GOOD HEALTH 1050 LINDEN AVENUE LONG BEACH, CA 90803	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
FUTURE GENERATION YOUTH CENTER/BIKE'S 90800 6301 MYRTLE AVENUE LONG BEACH, CA 90805	EXEMPT	BIKES, PARTS, SKATEBOARDS, AND SAFTY EQUIPEMENT PRIZES, CANDY AND FOOD	1,000
LONG BEACH CARES 2525 GRAND AVENUE LONG BEACH, CA 90815	EXEMPT	STAND FOR CHILDREN - TRUSTEE DIRECTED	1,000
LONG BEACH COMMUNITY FOUNDATION 400 OCEANGATE, SUITE 800 LONG BEACH, CA 90802	EXEMPT	GENERAL PROGRAM SUPPORT (MULTI-YEAR GRANT)	5,000
OUR COMMUNITY WORKS LONG BEACH UNITY FESTIVAL 3553 ATLANTIC AVENUE LONG BEACH, CA 90807	EXEMP	EXPENSES FOR THE LB UNITY FESTIVAL ON MAY 31, 2010 PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
NEW HOPE GRIEF SUPPORT COMMUNITY 3443 SAN ANSELIN AVENUE LONG BEACH, CA 90808- 2729	EXEMPT	SCHOLARSHIPS FOR GRIEF CAMP FOR KIDS	25,000

**THE EARL B. AND LORAIN H. MILLER FOUNDATION**  
**GRANTS AND CONTRIBUTIONS**  
**FYE 6/30/10**

<u>RECIPIENT NAME &amp; ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
PATHWAYS VOLUNTEER HOSPICE 3701 MICHELSON STREET LAKEWOOD, CA 90712	EXEMPT	GENERAL PROGRAM SUPPORT - GRIEF COUNSELING	30,000
PROVIDENCE TRINITY CARE HOSPICE 2601 AIRPORT DRIVE, SUITE 230 TORRANCE, CA 90505	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	2,500
SOUTH COAST INTERFAITH COUNSEL 2131 LONG BEACH BLVD LONG BEACH, CA 90813	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	5,000
YMCA OF GREATER LONG BEACH 525 E 7TH STREET LONG BEACH CA 90813	EXEMPT	S A F E & RENAISSANCE PROGRAM	75,500
COUNCIL ON FOUNDATIONS 1828 L STREET, NW, SUITE 300 WASHINGTON, DC 20036	EXEMPT	ANNUAL DUES IN EXCESS OF \$500	3,550
		<b>Family/Child Development Total</b>	<b>291,550</b>
		<b>GRANT &amp; CONTRIBUTION TOTAL</b>	<b>2,786,848</b>