Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 09/01 **, 2009, and ending** 08/31, 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
MILLER FAMILY FOUNDATION, INC. 03-46987

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
NORTHERN TRUST FSB , AS AGENT FOR TRUSTEE

City or town, state, and ZIP code
P.O. BOX 803878 CHICAGO, IL 60680

A Employer identification number
58-2261960

B Telephone number (see page 10 of the instructions)
(312) 630-6000

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 3,857,484.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ______________
(Part I, column (d) must be on cash basis.)

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) (see page 11 of the instructions).)*

		(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 (attach schedule)	NONE			
2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	30,803.	30,803.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	28,553.			
b	Gross sales price for all assets on line 6a 1,521,315.				
7	Capital gain net income (from Part IV, line 2)		28,553.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	205,059.	98,772.		STMT 2
12	**Total.** Add lines 1 through 11	264,415.	158,128.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	1,500.	750.	NONE	750.
c	Other professional fees (attach schedule) STMT 4	22,669.	22,669.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	808.	808.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	32,357.	32,267.		90.
24	**Total operating and administrative expenses.** Add lines 13 through 23	57,334.	56,494.	NONE	840.
25	Contributions, gifts, grants paid	222,411.			222,411.
26	**Total expenses and disbursements.** Add lines 24 and 25	279,745.	56,494.	NONE	223,251.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-15,330.			
b	**Net investment income** (if negative, enter -0-)		101,634.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	277,766.	175,951.	175,951.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 7	2,360,840.	1,892,769.	2,044,986.
c	Investments - corporate bonds (attach schedule) STMT 8		50,629.	39,470.
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 9	1,813,473.	2,401,636.	1,405,077.
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 10)	97,520.	154,506.	192,000.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,549,599.	4,675,491.	3,857,484.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	4,549,599.	4,675,491.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,549,599.	4,675,491.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,549,599.	4,675,491.	

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	4,549,599.
2	Enter amount from Part I, line 27a	2	-15,330.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	141,222.
4	Add lines 1, 2, and 3	4	4,675,491.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,675,491.

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	SEE PART IV DETAIL			
b				
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				

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	28,553.
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) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 . . .		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	295,680.	4,353,418.	0.06791904660
2007	276,530.	5,907,533.	0.04680972582
2006	332,530.	6,803,558.	0.04887589699
2005	298,230.	5,953,267.	0.05009518303
2004	277,130.	5,760,874.	0.04810554787

2 **Total** of line 1, column (d) . . .	2	0.26180540031
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	0.05236108006
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . .	4	4,053,988.
5 Multiply line 4 by line 3 . . .	5	212,271.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	1,016.
7 Add lines 5 and 6 . . .	7	213,287.
8 Enter qualifying distributions from Part XII, line 4 . . .	8	223,251.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,016.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,016.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,016.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . 6a		
b	Exempt foreign organizations-tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c NONE		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments. Add lines 6a through 6d	7	NONE
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,016.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ________			
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* STMT 12	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	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

14 The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no ▶ (312)630-6000

Located at ▶ PO BOX 803878, CHICAGO, IL ZIP + 4 ▶ 60680

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

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		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)*

		Yes	No
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)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)? **5b**		
	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? ☐ 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? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,115,724.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,115,724.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e |		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,115,724.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	61,736.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,053,988.
6	**Minimum investment return.** Enter 5% of line 5	6	202,699.

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

1	Minimum investment return from Part X, line 6			1	202,699.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,016.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,016.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	201,683.
4	Recoveries of amounts treated as qualifying distributions			4	2,000.
5	Add lines 3 and 4			5	203,683.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	203,683.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	223,251.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	223,251.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,016.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	222,235.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				203,683.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			215,623.	
b Total for prior years 20 07 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 NONE				
b From 2005 NONE				
c From 2006 NONE				
d From 2007 NONE				
e From 2008 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 223,251.				
a Applied to 2008, but not more than line 2a			215,623.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				7,628.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				196,055.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005 NONE				
b Excess from 2006 NONE				
c Excess from 2007 NONE				
d Excess from 2008 NONE				
e Excess from 2009 NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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 (b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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

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

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

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

c Any submission deadlines:

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

58-2261960

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
a *Paid during the year*				
SEE STATEMENT 21				
Total . . . . ▶ **3a**				222,411.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	30,803.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	28,553.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b PARTNERSHIP INCOME			14	183,611.	
c FEDERAL TAX REFUND			14	19,446.	
d DEFERRED INCOME			14	2,002.	
e					
12 Subtotal. Add columns (b), (d), and (e)				264,415.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 264,415.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

William S. Miller — 1/18/2011 — President

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature: Pamela S. Bannah	Date: 01/05/2011	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions): P01299207
Firm's name (or yours if self-employed), address, and ZIP code: NORTHERN TRUST FSB, P.O. BOX 803878, CHICAGO, IL 60680			EIN ▶ 38-3424562
			Phone no.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3000. FCSTONE GROUP INC COM PROPERTY TYPE: SECURITIES					04/10/2008	09/14/2009
14,050.00		105,345.00					-91,295.00	
		3163. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	09/30/2009
102,288.00		31,089.00					71,199.00	
		521. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	10/01/2009
16,211.00		5,080.00					11,131.00	
		316. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	10/02/2009
10,054.00		3,081.00					6,973.00	
		1000. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	10/06/2009
34,230.00		9,750.00					24,480.00	
		1000. MONSANTO CO COM PROPERTY TYPE: SECURITIES					10/21/2008	10/06/2009
75,708.00		86,550.00					-10,842.00	
		10. BERKSHIRE HATHAWAY INC DEL CL B PROPERTY TYPE: SECURITIES					10/17/2008	11/05/2009
33,310.00		39,050.00					-5,740.00	
		3000. INNERWORKINGS INC COM PROPERTY TYPE: SECURITIES					01/24/2007	11/05/2009
14,853.00		41,100.00					-26,247.00	
		2000. MAXIM INTEGRATED PRODS INC PROPERTY TYPE: SECURITIES					08/17/2001	11/05/2009
34,159.00		93,880.00					-59,721.00	
		1000. XTO ENERGY CORP PROPERTY TYPE: SECURITIES					10/22/2008	11/05/2009
42,535.00		29,402.00					13,133.00	
		4000. MAXIM INTEGRATED PRODS INC PROPERTY TYPE: SECURITIES					06/05/2006	11/13/2009
71,431.00		136,123.00					-64,692.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	11/20/2009
34,232.00		9,750.00					24,482.00	
		2000. ENERGY RECOVERY INC COM PROPERTY TYPE: SECURITIES					07/22/2008	11/20/2009
10,885.00		24,571.00					-13,686.00	
		5000. INNERWORKINGS INC COM PROPERTY TYPE: SECURITIES					04/11/2007	11/20/2009
24,949.00		60,524.00					-35,575.00	
		1500. BARRICK GOLD CORP PROPERTY TYPE: SECURITIES					05/08/2007	12/03/2009
71,038.00		46,120.00					24,918.00	
		2000. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	12/03/2009
67,697.00		19,500.00					48,197.00	
		2000. PAN AMERN SILVER CORP COM PROPERTY TYPE: SECURITIES					09/18/2007	12/03/2009
53,919.00		51,526.00					2,393.00	
		413. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	12/04/2009
14,214.00		4,027.00					10,187.00	
		273. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	12/07/2009
9,431.00		2,662.00					6,769.00	
		224. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	12/08/2009
7,646.00		2,184.00					5,462.00	
		559. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	12/09/2009
19,158.00		5,450.00					13,708.00	
		455. CREDIT ACCEP CORP MICH COM PROPERTY TYPE: SECURITIES					02/22/2002	12/10/2009
15,673.00		4,436.00					11,237.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2000. MCAFEE INC PROPERTY TYPE: SECURITIES					09/25/2009	01/11/2010
80,824.00		85,485.00					-4,661.00	
		2000. MFC PROSHARES TR PROSHARES ULTRASH PROPERTY TYPE: SECURITIES					10/06/2009	01/14/2010
100,086.00		87,844.00					12,242.00	
		1500. MFC SPDR GOLD TR GOLD SHS PROPERTY TYPE: SECURITIES					03/09/2007	02/26/2010
163,948.00		97,520.00					66,428.00	
		2000. BARRICK GOLD CORP PROPERTY TYPE: SECURITIES					05/08/2007	03/01/2010
76,859.00		60,531.00					16,328.00	
		1500. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					10/17/2008	03/01/2010
119,442.00		113,650.00					5,792.00	
		1500. CENOVUS ENERGY INC COM PROPERTY TYPE: SECURITIES					11/16/2007	03/01/2010
36,967.00		49,102.00					-12,135.00	
		2000. LEUCADIA NATIONAL CORP PROPERTY TYPE: SECURITIES					10/28/2008	03/01/2010
48,593.00		50,099.00					-1,506.00	
		5000. MAXIM INTEGRATED PRODS INC PROPERTY TYPE: SECURITIES					06/05/2006	03/01/2010
94,217.00		94,558.00					-341.00	
		5000. POWERSECURE INTL INC COM STK PROPERTY TYPE: SECURITIES					10/09/2007	03/01/2010
36,971.00		61,314.00					-24,343.00	
		4000. MFC POWERSHARES DB U S DLR INDEX T PROPERTY TYPE: SECURITIES					12/03/2009	04/13/2010
94,158.00		88,720.00					5,438.00	
		1000. MFC PROSHARES TR SHORT 20+ YR TREA PROPERTY TYPE: SECURITIES					01/14/2010	04/13/2010
49,469.00		50,629.00					-1,160.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							28,553.	

JSA
9E1730 1 000

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		30,803.	30,803.
	TOTAL	30,803.	30,803.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		183,611.	98,772.
FEDERAL TAX REFUND		19,446.	
DEFERRED INCOME		2,002.	
	TOTALS	205,059.	98,772.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	1,500.	750.		750.
TOTALS	1,500.	750.	NONE	750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY	22,669.	22,669.
TOTALS	22,669.	22,669.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	808.	808.
TOTALS	808.	808.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PARTNERSHIP EXPENSE	32,267.	32,267.	
MISCELLANEOUS OFFICE	60.		60.
GA ANNUAL FILING FEE	30.		30.
TOTALS	32,357.	32,267.	90.

MILLER FAMILY FOUNDATION, INC. 03-46987 58-2261960

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	1,892,769.	2,044,986.
TOTALS	1,892,769.	2,044,986.

MILLER FAMILY FOUNDATION, INC. 03-46987 58-2261960

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	50,629.	39,470.
TOTALS	50,629.	39,470.

MILLER FAMILY FOUNDATION, INC. 03-46987 58-2261960

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
TENTH STREET FUND II LP	C	2,401,636.	1,405,077.
TOTALS		2,401,636.	1,405,077.

MILLER FAMILY FOUNDATION, INC. 03-46987 58-2261960

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	154,506.	192,000.
TOTALS	154,506.	192,000.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		139,222.
RECOVERY OF QUALIFYING DISTRIBUTION		2,000.
	TOTAL	141,222.

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.
===

GA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
WILLIAM G. MILLER
ADDRESS:
3295 RIVER EXCHANGE DR. SUITE 220
NORCROSSS, GA 30092
TITLE:
CHIEF EXECUTIVE OFFICER/CFO

OFFICER NAME:
CAROL SHORT
ADDRESS:
3295 RIVER EXCHANGE DR. SUITE 220
NORCROSS, GA 30092
TITLE:
SECRETARY

RECIPIENT NAME:
LIONS CLUB CAMPAIGN VERSE TWO
TWO
ADDRESS:
LIONS CLUB CAMPAIGN VERSE
CHATTANOOGA, TN 37450
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CENTER FOR HOPE
ADDRESS:
500 N THOMAS RD
FT. OGLETHORPE, GA 30742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
NEW LIBERTY BAPTIST
CHURCH
ADDRESS:
13746 BIRCHWOOD PIKE
BIRCHWOOD, TN 37308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 9,400.

RECIPIENT NAME:
ST. NICHOLAS SCHOOL
ADDRESS:
7525 MIN TOM DR
CHATTANOOGA, TN 37421
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
SODDY DAISY FIREFIGHTER'S ASSOC
ASSOCIATION
ADDRESS:
6216 PERIMETER DR
CHATTANOOGA, TN 37421
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
CHATTANOOGA COMMUNITY
FOUNDATION
ADDRESS:
1270 MARKET STREET
CHATTANOOGA, TN 37402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MAKE-A-WISH FOUNDATION
OF SOUTHERN FLORIDA
ADDRESS:
4491 S. STATE RD 7, STE 201
FT. LAUDERDALE, FL 33314
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 48,500.

RECIPIENT NAME:
KYLE PETTY CHARITY RIDE
ADDRESS:
125 FLOYD SMITH DRIVE, STE. 45
CHARLOTTE, NC 28262
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
INTERNATIONAL TOWING
MUSEUM
ADDRESS:
3315 BROAD STREET
CHATTANOOGA, TN 37408
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CITY OF CHATTANOOGA
ADDRESS:
101 E. 11TH ST
CHATTANOOGA, TN 37402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
BOYNTON ELEMENTARY SCHOOL
ADDRESS:
3938 BOYNTON DR
RINGGOLD, GA 30736
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
HARDIN PARK SCHOOL
ADDRESS:
361 JEFFERSON RD
BOONE, NC 28607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,011.

RECIPIENT NAME:
RIVERBEND FESTIVAL
FRIENDS OF THE FESTIVAL EVENT MGMT
ADDRESS:
180 HAMM RD
CHATTANOOGA, TN 37405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
NORTHWEST GEORGIA BANK
FOUNDATION
ADDRESS:
5063 OLD ALABAMA ROAD
RINGOLD, GA 30736
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST. JUDES CHILDREN'S
HOSPITAL
ADDRESS:
262 DANNY THOMAS PLACE
MEMPHIS, TN 38105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 24,000.

RECIPIENT NAME:
XTREME 15 GIRLS BASKETBALL
AAU
ADDRESS:
PO BOX 22409
LAKE BUENA VISTA, FL 32830
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
EBYAA
ADDRESS:
PO BOX 21224
CHATTANOOGA, TN 37424
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CHATTANOOGA BEAT THE HEAT
ADDRESS:
1613 LAWSON LN
CHATTANOOGA, TN 79106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHATTANOOGA RONALD
MCDONALD HOUSE
ADDRESS:
200 CENTRAL AVE
CHATTANOOGA, TN 37403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
FOP ROCK CITY LODGE
ADDRESS:
1709 S HOLTZDAW AVE
CHATTANOOGA, TN 37404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FORGOTTEN CHILD FUND
ADDRESS:
906 FORREST AVE #12 FIREHALL
CHATTANOOGA, TN 37405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FRIENDS OF THE ZOO
ADDRESS:
1254 E 3RD ST
CHATTANOOGA, TN 37404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
HWY 58 FIRE DEPT
ADDRESS:
5402 TENNESSEE 58
CHATTANOOGA, TN 37416
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
POLLY BOYD SCHOLARSHIP
FUND
ADDRESS:
PO BOX 23176
CHATTANOOGA, TN 37422
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

TOTAL GRANTS PAID: 222,411.

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
Canada - USD							
BARRICK GOLD CORP CUSIP 067901108							
4,500 000	46 76	540 00	210 420 00	125,521 95	84,898 05	0 00	84,898 05
ENCANA CORP COM NPV CUSIP 292505104							
1,500 000	27 49	0 00	41,235 00	53,214 30	-11,979 30	0 00	-11,979 30
GOLDCORP INC NEW COM CUSIP 380956409							
5,500 000	44 22	0 00	243,210 00	222,840 70	20,369 30	0 00	20,369 30
KINROSS GOLD CORP COM NPV NEW CUSIP 496902404							
3,500 000	16 92	175 00	59,220 00	55 748 51	3,471 49	0 00	3 471 49
PETAQUILLA RES LTD COM CUSIP 716013107							
50,000 000	0 413	0 00	20,650 00	100,317 50	-79,667 50	0 00	-79,667 50
Total USD		715 00	574,735 00	557,642 96	17,092 04	0 00	17,092 04
Total Canada		715 00	574,735 00	557,642 96	17,092 04	0 00	17,092 04
United States - USD							
BERKSHIRE HATHAWAY INC-CL B CUSIP 084670702							
5,500 000	78 78	0 00	433,290 00	387,932 50	45,357 50	0 00	45,357 50
CREDIT ACCEP CORP MICH COM CUSIP 225310101							
4,076 000	56 65	0 00	230,905 40	39,741 00	191,164 40	0 00	191 164 40
D R HORTON INC COM CUSIP 23331A109							
5 000 000	10 26	0 00	51,300 00	65 118 50	-13,818 50	0 00	-13,818 50

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
ENERGY RECOVERY INC COM CUSIP 29270J100							
3,000 000	3 175	0 00	9,525 00	36,782 00	-27,257 00	0 00	-27,257 00
MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101							
15,000 000	15 87	3,150 00	238 050 00	240,468 75	-2,418 75	0 00	-2,418 75
MICROSOFT CORP COM CUSIP 594918104							
4,675 000	23 48	607 75	109,769 00	138,725 77	-28,956 77	0 00	-28,956 77
MLP ENTERPRISE PRODS PARTNERS L P COM UNIT CUSIP 293792107							
3,000 000	36 97	0 00	110,910 00	77,643 60	33,266 40	0 00	33,266 40
TEXTURA CORP COMMON STOCK CUSIP 883992182							
5,381 000	26 50	0 00	142 596 50 *	174 990 12	-32,393 62	0 00	-32,393 62
* Market value based on prices received from an external manager or other client-directed pricing source							
Total USD		3,757 75	1,326,345 90	1,161,402 24	164,943 66	0 00	164,943 66
Total United States		3,757 75	1,326,345 90	1,161,402 24	164,943 66	0 00	164,943 66
Total Common Stock **110,632.000**		**4,472.75**	**1,901,080 90**	**1,719,045 20**	**182,035.70**	**0 00**	**182,035.70**
Equity funds							
United States - USD							
MFC PROSHARES TR II PROSHARES ULTRASHORTYEN CUSIP 74347W858							
8,500 000	16 93	0 00	143 905 00	173,724 00	-29,819 00	0 00	-29 819 00
Total USD		0 00	143,905 00	173,724 00	-29,819 00	0 00	-29,819 00

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
Total United States		0 00	143,905 00	173,724 00	-29,819 00	0 00	-29,819 00
Total Equity Funds **8,500 000**		**0 00**	**143,905 00**	**173,724 00**	**-29,819.00**	**0 00**	**-29,819 00**
Total Equity Securities **119,132 000**		**4,472 75**	**2,044,985.90**	**1,892,769 20**	**152,216.70**	**0 00**	**152,216.70**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFC PROSHARES TR SHORT 20+ YR TREASURY CUSIP 74347X849							
1,000 000	39 47	0 00	39 470 00	50,628 60	-11,158 60	0 00	-11,158 60
Total USD		0 00	39,470 00	50,628 60	-11,158 60	0 00	-11,158 60
Total United States		0 00	39,470 00	50,628 60	-11,158 60	0 00	-11,158 60
Total Corporate/Government **1,000.000**		**0 00**	**39,470 00**	**50,628.60**	**-11,158 60**	**0 00**	**-11,158 60**
Total Fixed Income Securities **1,000 000**		**0.00**	**39,470 00**	**50,628.60**	**-11,158 60**	**0 00**	**-11,158 60**

Commodities

Commodities

United States - USD

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Commodities							
Commodities							
United States - USD							
MFC SPROTT PHYSICAL GOLD TR CUSIP 85207H104							
16,000 000	12 00	0 00	192,000 00	154 505 60	37,494 40	0 00	37 494 40
Total USD		0 00	192,000 00	154,505 60	37,494 40	0 00	37,494 40
Total United States		0 00	192,000 00	154,505 60	37,494 40	0 00	37,494 40
Total Commodities **16,000.000**		**0.00**	**192,000.00**	**154,505 60**	**37,494 40**	**0.00**	**37,494 40**
Total Commodities **16,000.000**		**0 00**	**192,000 00**	**154,505 60**	**37,494 40**	**0.00**	**37,494 40**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	0 99	46,426 23	46,426 23	0 00	0 00	0 00
Total short term - all currencies		0 99	46,426 23	46,426 23	0 00	0 00	0 00
Total short term - all countries		0 99	46,426 23	46,426 23	0 00	0 00	0 00
Total Short Term **46,426.230**		**0 99**	**46,426.23**	**46,426 23**	**0 00**	**0.00**	**0 00**
Total Cash and Short Term Investments **46,426.230**		**0 99**	**46,426.23**	**46,426.23**	**0 00**	**0 00**	**0 00**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Total							
182,558.230		**4,473.74**	**2,322,882.13**	**2,144,329 63**	**178,552.50**	**0.00**	**178,552.50**