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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

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

For calendar year 2009, or tax year beginning DEC 1, 2009, and ending NOV 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 THE MILNER FAMILY FOUNDATION		A Employer identification number 04-3837113	
	Number and street (or P O box number if mail is not delivered to street address) 16101 SE EVERGREEN HWY		B Telephone number 360-696-3312	
	City or town, state, and ZIP code VANCOUVER, WA 98683		C If exemption application is pending, check here ► <input type="checkbox"/>	
			D 1 Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <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		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,277,929. (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) _____		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
1 Contributions, gifts, grants, etc., received				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities		58,362.	58,362.	STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10		-15,217.		
b Gross sales price for all assets on line 6a		300,132.		
7 Capital gain net income (from Part IV, line 2)			0.	
8 Net short-term capital gain				
9 Income modifications				
Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11		43,145.	58,362.	0.
13 Compensation of officers, directors, trustees, etc		0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees		993.	0.	0.
c Other professional fees		5,181.	0.	0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses		339.	0.	0.
24 Total operating and administrative expenses Add lines 13 through 23		6,513.	4,589.	0.
25 Contributions, gifts, grants paid		92,750.		92,750.
26 Total expenses and disbursements. Add lines 24 and 25		99,263.	4,589.	92,750.
27 Subtract line 26 from line 12:		-56,118.		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)			53,773.	
c Adjusted net income (if negative, enter -0-)				0.

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	
Assets	1 Cash - non-interest-bearing	103,926.	105,984.	105,984.
	2 Savings and temporary cash investments	160,467.	102,291.	2,171,945.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)	264,393.	208,275.	2,277,929.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	264,393.	208,275.	
30 Total net assets or fund balances				
	264,393.	208,275.		
31 Total liabilities and net assets/fund balances	264,393.	208,275.		

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	264,393.
2 Enter amount from Part I, line 27a	2	-56,118.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	208,275.
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	208,275.

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 FINANCIAL NETWORK (SEE ATTACHED SCHEDULE)		P	VARIOUS	VARIOUS
b FINANCIAL NETWORK (SEE ATTACHED SCHEDULE)		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 69,953.		66,136.		3,817.
b 229,735.		249,213.		-19,478.
c 444.				444.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				3,817.
b				-19,478.
c				444.
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	-15,217.
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	115,011.	2,292,700.	.050164
2007	42,086.	2,244,101.	.018754
2006	24,629.	807,019.	.030518
2005	0.	0.	.000000
2004			
2 Total of line 1, column (d)		2	.099436
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	.024859
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4	1,829,530.
5 Multiply line 4 by line 3		5	45,480.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	538.
7 Add lines 5 and 6		7	46,018.
8 Enter qualifying distributions from Part XII, line 4		8	92,750.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1 538. 2 0. 3 538. 4 0. 5 538. 6 7 0. 8 11. 9 549. 10 0. 11 Refunded ► 11
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	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3 Add lines 1 and 2	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6 Credits/Payments:	
a 2009 estimated tax payments and 2008 overpayment credited to 2009	
b Exempt foreign organizations - tax withheld at source	
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments. Add lines 6a through 6d	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<input type="checkbox"/> 1a <input checked="" type="checkbox"/> 1b
1c Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/> 1c
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.	<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. ► \$ 0.	<input type="checkbox"/> 0.
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> 2 <input checked="" type="checkbox"/> N/A
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> 3
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> 4a <input checked="" type="checkbox"/> 4b
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	<input type="checkbox"/> 5
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?	<input type="checkbox"/> 6
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input checked="" type="checkbox"/> 7
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WA	<input type="checkbox"/> 8a
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/> 8b
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)? <i>If "Yes," complete Part XIV</i>	<input checked="" type="checkbox"/> 9
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/> 10

Part VII-A Statements Regarding Activities (continued)

11		
12		
13	X	
14	MELANIE MILNER	Telephone no. ► 360-680-0200
	Located at ► 16101 SE EVERGREEN HWY, VANCOUVER, WA	ZIP+4 ► 98683-9220
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	►
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	4b	X

Form 990-PF (2009)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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 Yes No Yes No Yes No Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

►

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

X

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

 Yes No Yes No

N/A

7b

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?

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 5		0.	0.	0.

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

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

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

► 0

Form 990-PF (2009)

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

►

0
Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,852,523.
b	Average of monthly cash balances	1b	4,868.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,857,391.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,857,391.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,861.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,829,530.
6	Minimum investment return. Enter 5% of line 5	6	91,477.

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

1	Minimum investment return from Part X, line 6	1	91,477.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	538.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	538.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,939.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	90,939.
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	90,939.

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	92,750.
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	92,750.
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	538.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	92,212.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				90,939.
2 Undistributed income, if any, as of the end of 2009			83,417.	
a Enter amount for 2008 only				
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				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 92,750.				83,417.
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2009 distributable amount				9,333.
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))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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				81,606.
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		0.		
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				

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

N/A

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

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 6

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

NONE

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

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

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

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

c Any submission deadlines:

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

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
<i>a Paid during the year</i>				
SEE STATEMENT 7				
Total			► 3a	92,750.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	58,362.	
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			14	-15,217.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		43,145.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		43,145.
(See worksheet in line 13 instructions 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).
THE FOUNDATION SUPPORTS TAX EXEMPT ORGANIZATIONS AND PROGRAMS WORKING TOWARD ENVIRONMENTAL SUSTAINABILITY, EDUCATIONAL AND ECONOMIC OPPORTUNITIES	

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

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?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

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

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

Signature of officer or trustee		Date	Title
Paid Preparer's Use Only	Preparer's signature	 Date <u>4/9/11</u>	
	Check if self-employed <input type="checkbox"/>		Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		<u>J. PAUL KENOTE, CPA, P.C.</u> <u>2300 SW FIRST AVE., SUITE 100</u> <u>PORTLAND, OR 97201</u>	
		EIN <input type="checkbox"/>	Phone no. <u>503-241-2977</u>

Form 990-PF (2009)

923822
02-02-10

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FINANCIAL NETWORK	58,806.	444.	58,362.
TOTAL TO FM 990-PF, PART I, LN 4	58,806.	444.	58,362.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFFESSONAL FEES	993.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	993.	0.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MONEY MANAGEMENT FEES	4,589.	4,589.	0.	0.
FOREIGN TAXES PAID	592.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	5,181.	4,589.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAID	339.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	339.	0.	0.	0.

FORM 990-PF

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

STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
MELANIE MILNER 16101 SE EVERGREEN HWY VANCOUVER, WA 98683	PRESIDENT/DIRECTOR 0.00	0.	0.
AUDREY MILNER 805 BROADWAY ST 1000 VANCOUVER, WA 98666	SCTY/DIRECTOR 0.00	0.	0.
JAMES MILNER 16101 SE EVERGREEN HWY VANCOUVER, WA 98683	DIRECTOR 0.00	0.	0.
CHRISTOPHER MILNER 805 BROADWAY ST 1000 VANCOUVER, WA 98666	DIRECTOR 0.00	0.	0.
SUSAN MILNER 805 BROADWAY ST 1000 VANCOUVER, WA 98666	DIRECTOR 0.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 6

NAME OF MANAGER

MELANIE MILNER
JAMES MILNER

FORM- 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT

7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CAMPAIGN FOR A COMMERCIAL FREE CHILDHOOD 53 PARKER HILL AVENUE BOSTON, MA 02120	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	9,250.
COMMON CAUSE EDUCATION FUND 1133 19TH STREET NORTHWEST WASHINGTON, DC 20036	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	2,500.
THE CARTER CENTER 453 FREEDOM PARKWAY ATLANTA, GA 30307	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	6,000.
FARM SANCTUARY PO BOX 150 WATKINS GLEN, NY 14891	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	13,500.
FREE CLINIC OF SW WASHINGTON 4100 PLOMONDON STREET VANCOUVER, WA 98661	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	5,000.
PARENT ENCOURAGEMENT 10100 CONNECTICUT AVE KENSINGTON, MD 20895	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	2,500.
HABITAT FOR HUMANITY PO BOX 11527 PORTLAND, OR 97221	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	12,500.
HUMAN RIGHTS WATCH 350 FIFTH AVE 34TH FLOOR NEW YORK, NY 10118	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	5,000.

THE MILNER FAMILY FOUNDATION

04-3837113

PARTNERS IN HEALTH INTERNATIONAL PO BOX 845578 BOSTON, MA 02284	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	4,750.
MILLENNIUM PROMISE 432 PARK AVENUE SOUTH, 13TH FLOOR NEW YORK, NY 10016	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	6,000.
VILLAGE REACH 601 NORTH 34TH STREET SEATTLE, WA 98012	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	10,000.
UNITARIAN UNIVERSALIST SERVICE COMMITTEE 689 MASSACHUSETTS AVE. CAMBRIDGE, MA 02139	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	6,000.
THE IMANI PROJECT C/O THE COMMUNITY INFORMATION CENTER 3026 SE 39TH AVE. PORTLAND, OR 97202	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	5,000.
UNITARIAN UNIVERSALIST ASSOCIATION 25 BEACON STREET BOSTON, MA 02108	NONE OPERATIONAL SUPPORT	501(C)(3) ORGANIZATI	4,750.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			92,750.

REALIZED GAINS AND LOSSES
THE MILNER FAMILY FOUNDATION
JAMES R MILNER AND
Account No. 06H-268358
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-14-08	02-03-10	270.051	American Europacific Growth Fund C F-2	8,831.56	9,991.00		1,159.44
12-26-07	02-03-10	1,214.054	Fidelity Adv Mid Cap II Fd	22,941.23	17,186.80		-5,754.43
01-03-08	02-03-10	197.379	Fidelity Adv Mid Cap II Fd	3,404.79	2,794.20		-610.59
12-24-07	02-03-10	1,334.522	Fidelity Adv New Insights Fd	30,080.31	22,552.48		-7,527.83
12-31-07	02-03-10	116.553	Fidelity Adv New Insights Fd	2,564.16	1,969.66		-594.50
12-31-07	02-03-10	30.782	Fidelity Adv New Insights Fd	677.20	520.19		-157.01
01-24-08	02-03-10	292.241	Fidelity Adv New Insights Fd	5,764.55	4,938.67		-825.88
08-04-09	02-03-10	1,123.175	American Growth Fund Of Ame Class F2	27,957.59	29,991.00	2,033.41	
12-29-06	02-03-10	132.770	Harbor Intl Fd	8,245.93	6,996.93		-1,249.00
12-20-07	02-03-10	14 149	Harbor Intl Fd	976.85	745.65		-231.20
12-20-07	02-03-10	4.621	Harbor Intl Fd	319.01	243.53		-75.48
12-20-07	02-03-10	35.896	Harbor Intl Fd	2,478.26	1,891.70		-586.56
12-26-07	02-03-10	1.958	Harbor Intl Fd	140.15	103.19		-36.96
10-10-06	05-26-10	98 320	Davis NY Venture Fd	3,613.26	2,899.71		-713.55
12-05-06	05-26-10	10 488	Davis NY Venture Fd	399.26	309.32		-89.94
12-29-06	05-26-10	399 150	Davis NY Venture Fd	15,556.46	11,771.97		-3,784.49
05-30-08	05-26-10	1,116.570	Fidelity Adv Small Cap Fd	28,275.22	24,981.00		-3,294.22
01-03-08	05-26-10	1.116	Fidelity Adv Mid Cap II Fd	19.25	16.18		-3.07
01-03-08	05-26-10	86 494	Fidelity Adv Mid Cap II Fd	1,492.03	1,253.70		-238.33
01-24-08	05-26-10	256 033	Fidelity Adv Mid Cap II Fd	3,985.96	3,711.12		-274.84
08-04-09	05-26-10	874 738	The Hartford Capital App Fd C1 I	24,093.89	24,981.00	887.11	
05-30-08	05-26-10	926 498	The Hartford Dividend & Growth Fd	18,994.91	14,981.00		-4,013.91
07-28-09	05-26-10	757.959	MFS Value Fund Class W	14,084.41	14,981.00	896.59	
12-29-06	11-05-10	101.492	Davis NY Venture Fd	3,955.54	3,445.19		-510.35
12-05-07	11-05-10	21 854	Davis NY Venture Fd	888.16	741.84		-146.32
12-24-07	11-05-10	170 685	Davis NY Venture Fd	6,995.66	5,793.97		-1,201.69
10-14-08	11-05-10	472 701	American Europacific Growth Fund C F-2	15,458.88	19,991.00		4,532.12
05-30-08	11-05-10	192 086	Fidelity Adv Small Cap Fd	4,864.25	4,981.00		116.75
01-24-08	11-05-10	901.523	Fidelity Adv Mid Cap II Fd	14,035.04	16,102.22		2,067.18
02-19-08	11-05-10	1.512	Fidelity Adv Mid Cap II Fd	23.69	27.01		3.32
02-19-08	11-05-10	21 153	Fidelity Adv Mid Cap II Fd	331.46	377.82		46.36
02-27-08	11-05-10	82 523	Fidelity Adv Mid Cap II Fd	1,350.00	1,473.95		123.95
12-26-07	11-05-10	215.585	Harbor Intl Fd	15,430.85	13,297.58		-2,133.27
01-24-08	11-05-10	108.354	Harbor Intl Fd	6,956.31	6,683.42		-272.89
08-04-09	11-05-10	356 506	The Hartford Capital App Fd C1 I	9,819.64	11,981.00		2,161.36
08-04-09	11-05-10	420.521	Oppenheimer Devel Mkts Fd Cla Y	10,342.68	14,981.00		4,638.32
TOTAL GAINS						3,817.12	14,848.80
TOTAL LOSSES						0.00	-34,326.31
TOTAL REALIZED GAIN/LOSS		-15,660.40			315,348.40	299,688.00	3,817.12
							-19,477.51

NOTE Because the report format is so flexible, many items may be computed using different assumptions. Please ask your Investment Adviser Representative to explain the assumptions used in the report computation. This report is for informational purposes only and is from sources deemed to be reliable, but is not a guarantee of positions owned or of the value of such positions. In the event of any discrepancy, the sponsor's valuation shall prevail. This report should not be used for tax or legal purposes.