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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Name of foundation: STEVEN AND SHEILA MILLER FOUNDATION

A Employer identification number: 82-0576089

Number and street (or P O box number if mail is not delivered to street address): 501 CRAWFORD

Room/suite: 500

B Telephone number (see page 10 of the instructions): (713) 259-8861

City or town, state, and ZIP code: HOUSTON, TX 77002

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)* ▶ $ 4,989,732.

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)	0.			
	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	112,681.	112,681.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	115,895.			
	b Gross sales price for all assets on line 6a 9,643,062.				
	7 Capital gain net income (from Part IV, line 2)		115,895.		
	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)	9,480.	9,480.		ATCH 2
	12 **Total.** Add lines 1 through 11	238,056.	238,056.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	2,000.	1,400.	0.	600.
	c Other professional fees (attach schedule) *	20,824.	20,824.		
	17 Interest ATTACHMENT 5	197.	197.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	1,334.	1,334.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	75.	75.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	24,430.	23,830.	0.	600.
	25 Contributions, gifts, grants paid	425,150.			425,150.
	26 **Total expenses and disbursements** Add lines 24 and 25	449,580.	23,830.	0.	425,750.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-211,524.			
	b **Net investment income** (if negative, enter -0-)		214,226.		
	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	221,788.	174,165.	174,165.
2	Savings and temporary cash investments			
3	Accounts receivable ▶ 252. Less allowance for doubtful accounts ▶	224.	252.	252.
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 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
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) ATCH 8	2,943,648.	3,921,510.	4,152,905.
c	Investments - corporate bonds (attach schedule) ATCH 9	1,548,629.	0.	0.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	224,707.	631,545.	662,410.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,938,996.	4,727,472.	4,989,732.
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)		0.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	4,938,996.	4,727,472.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,938,996.	4,727,472.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,938,996.	4,727,472.	

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	4,938,996.
2	Enter amount from Part I, line 27a	2	-211,524.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,727,472.
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	4,727,472.

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 SCHEDULE			
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	115,895.
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	-69,962.

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))
2009	334,240.	4,500,974.	0.074259
2008	472,090.	6,071,179.	0.077759
2007	1,280,289.	6,587,248.	0.194359
2006	311,754.	5,553,970.	0.056132
2005	627,682.	5,146,983.	0.121951

2	**Total** of line 1, column (d)	2	0.524460
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	0.104892
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,884,093.
5	Multiply line 4 by line 3	5	512,302.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,142.
7	Add lines 5 and 6	7	514,444.
8	Enter qualifying distributions from Part XII, line 4	8	425,750.

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 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 ▶ ☐ and enter 1% of Part I, line 27b		1	4,285.
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	4,285.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	4,285.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 2,941.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,941.
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** ATTACHMENT 11 ▶		9	1,430.
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 2011 estimated tax** ▶ 0. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	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) ▶ TX,			
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*	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 2010 or the taxable year beginning in 2010 (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)*

			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 ▶ STEVEN L. MILLER Telephone no ▶ (713)259-8861
Located at ▶ 501 CRAWFORD, STE 500, HOUSTON, TX ZIP + 4 ▶ 77002

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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?	☐ 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 22 of the instructions)?		1b		X
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 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 2010 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 2010)*		3b		X
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 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(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	X
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	X

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATTACHMENT 12		-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				

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

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		
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 24 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	4,702,498.
b	Average of monthly cash balances	1b	255,972.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	4,958,470.
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	0.
3	Subtract line 2 from line 1d	3	4,958,470.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	74,377.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,884,093.
6	**Minimum investment return.** Enter 5% of line 5	6	244,205.

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	244,205.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,285.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,285.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	239,920.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	239,920.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	239,920.

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	425,750.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	425,750.
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 (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	425,750.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				239,920.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 — 385,449.				
b From 2006 — 52,929.				
c From 2007 — 967,969.				
d From 2008 — 172,691.				
e From 2009 — 111,569.				
f **Total** of lines 3a through e	1,690,607.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 425,750.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				239,920.
e Remaining amount distributed out of corpus	185,830.			
5 Excess distributions carryover applied to 2010 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,876,437.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	385,449.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1,490,988.			
10 Analysis of line 9				
a Excess from 2006 — 52,929.				
b Excess from 2007 — 967,969.				
c Excess from 2008 — 172,691.				
d Excess from 2009 — 111,569.				
e Excess from 2010 — 185,830.				

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 2010, 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) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(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))

STEVEN & SHEILA MILLER

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 ▶ [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

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*				
ATTACHMENT 13				
Total ▶ 3a				425,150.
b *Approved for future payment*				
Total ▶ 3b				

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 (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	112,681.	
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	115,895.	
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)				228,576.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 228,576.

(See worksheet in line 13 instructions on page 29 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)
N/A	

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
	N/A		N/A

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

Steven J Mill | 11-11-11 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Marie Gorzycki	Marie Gorzycki	11/10/11		P01235337

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 1201 LOUISIANA, SUITE 2900 HOUSTON, TX 77002 — Phone no 713 356 4000

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: STEVEN AND SHEILA MILLER FOUNDATION

Employer Identification number: 82-0576089

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales pnce	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-69,962.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-69,962.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales pnce	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	162,626.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	23,231.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	185,857.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-69,962.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			185,857.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			115,895.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17 If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,300 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box.

☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: STEVEN AND SHEILA MILLER FOUNDATION

Employer identification number: 82-0576089

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a STATEMENT A	VAR	VAR	5,023,041.	5,093,003.	-69,962.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -69,962.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a STATEMENT B	VAR	VAR	517,584.	621,873.	-104,289.
STATEMENT A	VAR	VAR	4,102,437.	3,835,522.	266,915.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	162,626.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
STEVEN L. MILLER 501 CRAWFORD, STE 500	PRESIDENT
SHEILA M. MILLER 501 CRAWFORD, STE 500	VICE PRESIDENT
STEVEN L . MILLER, JR. 4529 MOCKINGBIRD LANE DALLAS, TX 75205	SECRETARY
STEVEN L. MILLER 501 CRAWFORD, STE 500	TREASURER
ASHLEY M. MILLER 501 CRAWFORD, STE 500	ASSISTANT TREASURER
STEVEN L. MILLER 501 CRAWFORD, STE 500	DIRECTOR
SHEILA M. MILLER 501 CRAWFORD, STE 500	DIRECTOR

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
STEVEN L. MILLER, JR. 4529 MOCKINGBIRD LANE DALLAS, TX 75205	DIRECTOR
ASHLEY M. MILLER 501 CRAWFORD, STE 500	DIRECTOR
	GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF GREATER HOUSTON	FORMER CHAIRMAN/DIRECTOR	SOCIAL OUTREACH	25,000.
TEACH FOR AMERICA	NONE	EDUCATION	500.
RICE UNIVERSITY	FORMER TRUSTEE	EDUCATION	15,000.
NEIGHBORHOOD CENTERS	NONE	SOCIAL OUTREACH	500.
CENTER FOR HOUSTON'S FUTURE	DIRECTOR, FORMER CHAIRMAN	SOCIAL OUTREACH	10,000.
CAREER & RECOVERY RESOURCES	NONE	SOCIAL OUTREACH	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERFACE-SAMARITAN COUNSELING CENTERS	NONE	SOCIAL OUTREACH	10,000.
DBSA OF GREATER HOUSTON	NONE	SCIENCE/MEDICAL	1,000.
ST. LUKE'S EPISCOPAL CHARITIES	DIRECTOR OF ST. LUKES EPISCOPAL HEALTH SYSTEM	SOCIAL OUTREACH	2,500.
BARBARA BUSH FOUNDATION FOR FAM. LITERACY	NONE	EDUCATION	10,000.
M. D. ANDERSON - PEDIATRIC RESEARCH	MEMBER OF EXECUTIVE COMMITTEE	SCIENCE/MEDICAL	100,000.
MARINE CORPS SCHOLARSHIP FOUNDATION	NONE	EDUCATION	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRIANGLE EDUCATION FOUNDATION	MEMBER OF BOARD OF DIRECTORS	EDUCATION	10,000.
HOUSTON ZOO	NONE	EDUCATION	1,500.
MD ANDERSON	BOARD OF VISITORS	SCIENCE/MEDICAL	2,500.
MEMORIAL DRIVE PRESBYTERIAN CHURCH	MEMBER	SOCIAL OUTREACH	53,500.
LEADERSHIP SEMINARS OF AMERICA	NONE	EDUCATION	250.
GREATER HOUSTON PRAYER BREAKFAST	NONE	SOCIAL OUTREACH	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MJSLCE	NONE	EDUCATION	500.
PARTNERS	NONE	SCIENCE/MEDICAL	250.
THETA CHARITY ANTIQUES SHOW	NONE	ARTS	400.
MFAH	NONE	ARTS	15,000.
GREATER HOUSTON COMMUNITY FOUNDATION	DIRECTOR	SOCIAL OUTREACH	1,500.
THE FIRST TEE HOUSTON/REDSTONE	NONE	EDUCATION	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS EXECUTIVE WOMEN SCHOLARSHIP FUND	NONE	EDUCATION	500.
COLONIAL WILLIAMSBURG FOUNDATION	NONE	EDUCATION	20,000.
G. W. BUSH PRESIDENTIAL LIBRARY	NONE	EDUCATION	1,000.
TEXAS HONOR RIDE	NONE	SOCIAL OUTREACH	5,000.
SALVATION ARMY	NONE	SOCIAL OUTREACH	300.
PATHWAYS FOR LITTLE FEET	NONE	SOCIAL OUTREACH	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDBUILDERS	NONE	SOCIAL OUTREACH	5,000.
RICE UNIVERSITY, BAKER INSTITUDE	ADVISORY BOARD MEMBER	EDUCATION	103,500.
TEXAS HEART INSTITUTE	DIRECTOR	SCIENCE/MEDICAL	10,000.
HOUSTON JUNIOR FORUM	NONE	SOCIAL OUTREACH	250.
NATIONAL HOMOPHELIA	NONE	SCIENCE/MEDICAL	500.
CHILD ADVOCATES	NONE	SOCIAL OUTREACH	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLLABORATIVE FOR CHILDREN	NONE	SOCIAL OUTREACH	500.
AMERICAN HEART ASSOCIATION	NONE	SCIENCE/MEDICAL	200.
ST. LUKES HOSPITAL	DIRECTOR - ST. LUKE'S EPISCOPAL HEALTH SYSTEM	SCIENCE/MEDICAL	1,000.
UNIVERSITY OF ILLINOIS	NONE	EDUCATION	5,000.
HOUSTON AREA WOMEN'S CENTER	NONE	SOCIAL OUTREACH	1,000.
		TOTAL CONTRIBUTIONS PAID	425,150.

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 CAPITAL GAIN DISTRIBUTIONS					23,231.	
		STATEMENT A PROPERTY TYPE: SECURITIES				P	VAR	VAR
5,023,041.		5,093,003.					-69,962.	
		STATEMENT B PROPERTY TYPE: SECURITIES				P	VAR	VAR
517,584.		621,873.					-104,289.	
		STATEMENT A PROPERTY TYPE: SECURITIES				P	VAR	VAR
4,102,437.		3,835,522.					266,915.	
TOTAL GAIN(LOSS)							115,895.	

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Absolute Opportunities Fund Institutional Class	09/21/2009	03/26/2010	30,545.383	358,279.34	374,979.59	(16,700.25)		(16,700.25)
Absolute Strategies Fund Insti Class	08/02/2007	03/26/2010	31,688.788	336,833.82	336,055.71		778.11	778 11
Blackrock Energy & Resources Port Cl A 2/30	01/07/2004	03/26/2010	5,958.131	187,323.64	224,706.91		(37,383.27)	(37,383 27)
Calvert Short Duration Income Fd Class A 2/30	02/10/2003	03/26/2010	34,356.018	563,095.14	557,250.82		5,844.32	5,844.32
Fidelity Advisor High Income Fund Cl A 1/90	02/10/2003	03/26/2010	25,441.572	208,602.89	183,669.92		24,932.97	24,932.97
Fidelity Advisor New Insights Fund Class A	11/19/2007	03/26/2010	18,661.532	330,664.35	374,192.31		(43,527 96)	(43,527.96)
First Eagle Global Fund Cl A 2/60	04/25/2003	03/26/2010	12,408.393	513,831.55	373,091.45		140,740.10	140,740.10
Heartland Value Plus Fund 2/10	12/22/2008	03/26/2010	11,365.301	291,179.01	204,305 62		86,873.39	86,873.39
Managers Bond Fund	08/02/2005	03/26/2010	26,254.626	654,002.73	636,009.78		17,992.95	17,992.95
Principal Preferred Sec Fd 1/30	08/23/2007	03/26/2010	29,878.002	287,426.38	292,307.04		(4,880.66)	(4,880.66)
Putnam Voyager Fund Class Y 1/7	02/01/2010	03/26/2010	14,888.911	328,133.60	299,434.00	28,699.60		28,699.60
Royce Special Equity Fund Investment Class	02/25/2009	03/26/2010	11,450.847	216,174.00	137,078.89		79,095.11	79,095.11
The Paradigm Fund Inv Class 2/30	09/16/2005	03/26/2010	18,690.757	385,946.13	413,386.11		(27,439 98)	(27,439.98)
Hussman Strategic Growth	03/30/2010	04/30/2010	3,919 764	49,016.29	49,941.29	(925.00)		(925.00)
J.P Morgan Market Neutral	03/30/2010	04/30/2010	1,373.615	20,824.00	21,098.73	(274.73)		(274.73)
Rydex/SGI Managed Futures	03/30/2010	04/30/2010	1,960 747	49,883.00	50,455.90	(572.90)		(572.90)
T Rowe Price Short- Term Bond	03/30/2010	05/06/2010	11,159.259	54,234.00	54,122.41	111.59		111.59
Arbitrage Fund	03/30/2010	05/13/2010	11,973.458	153,380.00	154,337.87	(957.87)		(957.87)
Merger Fund	03/30/2010	05/13/2010	9,746.267	152,724.00	154,185.94	(1,461.94)		(1,461.94)

STATEMENT A

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Arbitrage Fund	03/30/2010	06/30/2010	5,520.317	69,556.00	71,156.89	(1,600 89)		(1,600.89)
Franklin Adjustable U.S. Govt	03/30/2010	06/30/2010	19,083.184	170,222.00	170,412.83	(190.83)		(190 83)
IVA Worldwide Fund Class A	06/23/2009	06/30/2010	3,049.217	44,793.00	40,509.44		4,283 56	4,283.56
J.P. Morgan Market Neutral	03/30/2010	06/30/2010	1,518.845	22,889.00	23,329.46	(440 46)		(440 46)
Leuthold Grizzly	03/30/2010	06/30/2010	12,613.235	57,498.35	51,480.00	6,018.35		6,018.35
Manning & Napier Equity	03/30/2010	06/30/2010	5,361.553	82,836.00	95,703 72	(12,867.72)		(12,867.72)
Merger Fund	03/30/2010	06/30/2010	4,552.953	70,935.00	72,027 72	(1,092.72)		(1,092.72)
PIMCO Developing Local Markets Fund Class D	03/30/2010	06/30/2010	10,100 491	98,580.79	102,924.00	(4,343.21)		(4,343 21)
PIMCO Developing Local Markets Fund Class D	04/05/2010	06/30/2010	0.475	4.64	4 86	(0 22)		(0.22)
PIMCO Developing Local Markets Fund Class D	05/04/2010	06/30/2010	12.693	123.88	130.36	(6.48)		(6 48)
PIMCO Developing Local Markets Fund Class D	06/02/2010	06/30/2010	11.428	111.54	111.65	(0 11)		(0 11)
			10,125.087	98,820.85	103,170.87	(4,350 02)		(4,350 02)
PIMCO Total Return Fund Class D	03/30/2010	06/30/2010	9,339.746	105,165.54	102,924.00	2,241.54		2,241 54
PIMCO Total Return Fund Class D	04/05/2010	06/30/2010	0.602	6.78	6.65	0 13		0.13
PIMCO Total Return Fund Class D	05/04/2010	06/30/2010	21.358	240.49	237 72	2 77		2.77
PIMCO Total Return Fund Class D	06/02/2010	06/30/2010	19.616	220.88	217.74	3 14		3 14
PIMCO Total Return Fund Class D	06/30/2010	06/30/2010	17.701	199.31	199.31	0.00		0 00
PIMCO Total Return Fund Class D	06/30/2010	06/30/2010	31,912.345	359,333.00	359,333.00	0.00		0 00
			41,311.368	465,166.00	462,918.42	2,247.58		2,247.58
Rydex/SGI Managed Futures	03/30/2010	06/30/2010	2,225 069	56,432.00	57,257.70	(825 70)		(825 70)
T Rowe Price Dividend Growth Fund Adv Class	03/30/2010	06/30/2010	10,224 483	192,936.00	219,008.42	(26,072 42)		(26,072.42)
T Rowe Price High Yield - Advisor Class	03/30/2010	06/30/2010	31,283.891	199,562.29	205,848.00	(6,285 71)		(6,285.71)
T Rowe Price High Yield - Advisor Class	05/04/2010	06/30/2010	196 955	1,256.39	1,317.63	(61.24)		(61.24)
T Rowe Price High Yield - Advisor Class	05/13/2010	06/30/2010	15,553 963	99,219.90	102,034.00	(2,814.10)		(2,814.10)
T Rowe Price High Yield - Advisor Class	06/02/2010	06/30/2010	233.188	1,487.52	1,487.74	(0.22)		(0.22)
T Rowe Price High Yield - Advisor Class	06/30/2010	06/30/2010	304.367	1,941.58	1,947.95	(6.37)		(6.37)
			47,572.364	303,467.68	312,635.32	(9,167.64)		(9,167.64)

STATEMENT A

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
T Rowe Price High Yield - Advisor Class	06/30/2010	06/30/2010	47,572.364	303,448.20	303,467.68	(19.48)		(19.48)
Hussman Strategic Growth	03/30/2010	07/01/2010	2,443.346	32,845.00	31,130.40	1,714.60		1,714.60
Palantir Fund	03/30/2010	07/01/2010	2,908 770	27,179.00	27,286.17	(107.17)		(107.17)
UltraShort 20+ Year Treasury ProShares	03/30/2010	07/27/2010	100.000	3,699.89	4,979.32	(1,279.43)		(1,279.43)
UltraShort 20+ Year Treasury ProShares	03/30/2010	07/27/2010	100.000	3,699.89	4,979.32	(1,279.43)		(1,279.43)
UltraShort 20+ Year Treasury ProShares	03/30/2010	07/27/2010	100.000	3,699.89	4,979.32	(1,279.43)		(1,279.43)
UltraShort 20+ Year Treasury ProShares	03/30/2010	07/27/2010	100.000	3,699 89	4,979.32	(1,279.43)		(1,279.43)
UltraShort 20+ Year Treasury ProShares	03/30/2010	07/27/2010	100.000	3,699.89	4,979.32	(1,279.43)		(1,279.43)
UltraShort 20+ Year Treasury ProShares	03/30/2010	07/27/2010	200.000	7,399.78	9,958.65	(2,558.87)		(2,558.87)
UltraShort 20+ Year Treasury ProShares	03/30/2010	07/27/2010	332.000	12,283.64	16,530.76	(4,247.12)		(4,247.12)
UltraShort 20+ Year Treasury ProShares	05/06/2010	07/27/2010	1,261.000	46,655 62	51,964.59	(5,308.97)		(5,308.97)
			2,293.000	84,838 49	103,350.60	(18,512.11)		(18,512.11)
Invesco Energy Fund Class A	03/30/2010	08/11/2010	4,551.795	145,748.49	159,722.48	(13,973.99)		(13,973 99)
Franklin Adjustable U.S. Govt	03/30/2010	08/17/2010	4,927.020	43,751.94	43,998.29	(246.35)		(246.35)
Metropolitan West High Yield Bond	06/30/2010	08/17/2010	9,114.446	94,972.53	92,693.92	2,278.61		2,278.61
T Rowe Price Dividend Growth Fund Adv Class	03/30/2010	10/29/2010	1,788.169	38,284.70	38,302.58	(17.88)		(17.88)
T Rowe Price Dividend Growth Fund Adv Class	04/30/2010	10/29/2010	5,530.335	118,404.47	120,506.00	(2,101 53)		(2,101.53)
T Rowe Price Dividend Growth Fund Adv Class	05/13/2010	10/29/2010	4,817.469	103,142.01	102,034.00	1,108.01		1,108.01
T Rowe Price Dividend Growth Fund Adv Class	06/29/2010	10/29/2010	68.520	1,467.01	1,341.63	125.38		125.38
T Rowe Price Dividend Growth Fund Adv Class	09/29/2010	10/29/2010	29.338	628.13	610.22	17.91		17.91
			12,233.831	261,926.32	262,794.43	(868.11)		(868.11)
T Rowe Price Short- Term Bond	03/30/2010	10/29/2010	52,505.277	257,275.87	254,650.59	2,625 28		2,625.28
T Rowe Price Short- Term Bond	05/04/2010	10/29/2010	157.704	772.75	766.44	6.31		6.31
T Rowe Price Short- Term Bond	06/02/2010	10/29/2010	114.105	559.11	553.41	5.70		5.70
T Rowe Price Short- Term Bond	06/30/2010	10/29/2010	14,222.222	69,688.89	69,120.00	568.89		568.89
T Rowe Price Short- Term Bond	07/02/2010	10/29/2010	118.607	581.17	576.43	4.74		4.74
T Rowe Price Short- Term Bond	08/03/2010	10/29/2010	149.084	730.51	727.53	2.98		2.98
T Rowe Price Short- Term Bond	09/02/2010	10/29/2010	141.404	692.88	690 05	2.83		2.83
T Rowe Price Short- Term Bond	10/04/2010	10/29/2010	146.247	716.61	715 15	1.46		1.46
			67,554.650	331,017.79	327,799.60	3,218.19		3,218.19

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Manning & Napier Equity	03/30/2010	12/10/2010	9,053.629	171,385.20	161,607.28	9,777 92		9,777.92
Manning & Napier Equity	05/13/2010	12/10/2010	5,803.982	109,869.38	102,034.00	7,835.38		7,835.38
			14,857.611	281,254.58	263,641.28	17,613.30		17,613.30
Rydex/SGI Managed Futures	03/30/2010	12/10/2010	1,814.417	45,687.16	46,690.40	(1,003.24)		(1,003.24)
Franklin Adjustable U.S Govt	03/30/2010	12/13/2010	10,566.840	93,727.86	94,361.88	(634.02)		(634.02)
Franklin Adjustable U.S Govt	05/04/2010	12/13/2010	79.865	708.40	714.79	(6.39)		(6.39)
Franklin Adjustable U.S. Govt	06/02/2010	12/13/2010	70.915	629.02	633.27	(4 25)		(4.25)
Franklin Adjustable U.S. Govt	07/02/2010	12/13/2010	82 549	732.21	736.34	(4.13)		(4.13)
Franklin Adjustable U.S Govt	08/03/2010	12/13/2010	35.265	312.80	313.51	(0.71)		(0.71)
Franklin Adjustable U.S. Govt	09/02/2010	12/13/2010	30.809	273.28	273.58	(0.30)		(0.30)
Franklin Adjustable U.S. Govt	10/04/2010	12/13/2010	22.808	202.31	203.22	(0.91)		(0.91)
Franklin Adjustable U.S. Govt	11/02/2010	12/13/2010	20.482	181.68	182.29	(0.61)		(0.61)
Franklin Adjustable U.S. Govt	12/02/2010	12/13/2010	23.510	208.53	208.77	(0.24)		(0.24)
			10,933 043	96,976.09	97,627.65	(651.56)		(651.56)
Palantir Fund	03/30/2010	12/13/2010	24,523.106	202,788.52	230,042.83	(27,254.31)		(27,254.31)
Palantir Fund	09/27/2010	12/13/2010	599.017	4,953.44	4,858.03	95.41		95.41
			25,122.123	207,741.96	234,900.86	(27,158.90)		(27,158 90)
PIMCO Total Return Fund Class D	06/30/2010	12/13/2010	11,976.271	129,223.96	134,852.81	(5,628.85)		(5,628.85)
Templeton Global Bond A	06/30/2010	12/13/2010	5,648.971	76,938.98	72,928.21	4,010.77		4,010.77
American Funds EuroPacific Gr F-1	03/30/2010	12/20/2010	856.046	35,046.52	32,752.32	2,294.20		2,294.20
AMF Large Cap Equity	07/01/2010	12/20/2010	2,686.823	22,067 69	19,212.27	2,855.42		2,855.42
Invesco Mid Cap Core Equity A	03/30/2010	12/20/2010	942.510	21,725.71	20,765.31	960.40		960.40
IVA Worldwide Fund Class A	06/23/2009	12/20/2010	4,126.286	68,331.30	54,818.52		13,512.78	13,512.78
Royce Special Equity Fund Investment Class	02/25/2009	12/20/2010	679.896	14,232.62	8,139.08		6,093.54	6,093.54

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Stephens Small Cap Growth A	03/30/2010	12/20/2010	1,889.992	23,417.00	19,731 52	3,685.48		3,685.48
Short Term Gains				5,023,040.52	5,093,003.28	(69,962.76)		
Total Long Gains				4,102,436.56	3,835,521.60		266,914.96	
Total (Sales)				9,125,477.08	8,928,524.88	(69,962.76)	266,914.96	196,952.20

REALIZED GAINS AND LOSSES

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-10-03	01-25-10	25,441.571	Fidelity Advisor High Income Fund Class A	183,669.92	205,549.89		21,879 97
05-21-08	01-25-10	16,372.070	Forward Global Infrastructure Fund Inst	438,203.04	312,033.65		-126,169.39
TOTAL GAINS							21,879.97
TOTAL LOSSES							-126,169.39
				621,872.96	517,583.54		-104,289.42
TOTAL REALIZED GAIN/LOSS			-104,289.42				

STATEMENT B

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FSC SECURITIES CORPORATION	13,648.	13,648.
CAMBRIDGE	99,033.	99,033.
TOTAL	112,681.	112,681.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
12-B1 REBATES	2,275.	2,275.
MISCELLANEOUS INCOME	7,205.	7,205.
TOTALS	9,480.	9,480.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	2,000.	1,400.		600.
TOTALS	2,000.	1,400.	0.	600.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	20,824.	20,824.
TOTALS	20,824.	20,824.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE	197.	197.
TOTALS	197.	197.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	1,334.	1,334.
TOTALS	1,334.	1,334.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS EXPENSES	75.	75.
TOTALS	75.	75.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LARGE CAP DOMESTIC FUNDS	0.	0.
INTERNATIONAL	0.	0.
SMALL CAP DOMESTIC FUND	0.	0.
GLOBAL EQUITIES	0.	0.
MUTUAL FUNDS	3,718,534.	3,921,825.
EQUITIES	202,976.	231,080.
TOTALS	3,921,510.	4,152,905.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	0.	0.
HIGH YIELD BONDS	0.	0.
TOTALS	0.	0.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NATURAL RESOURCES	0.	0.
EXCHANGE-TRADED PRODUCTS	631,545.	662,410.
TOTALS	631,545.	662,410.

Form **8868** (Rev January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	STEVEN AND SHEILA MILLER FOUNDATION	82-0576089
	Number, street, and room or suite no. If a P.O. box, see instructions. 501 CRAWFORD, STE 500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77002	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEVEN L. MILLER

Telephone No. ▶ 713 259-8861 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 20 10 or
▶ [ ] tax year beginning ______, 20 __, and ending ______, 20 __.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 7,941.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 2,941.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 5,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of exempt organization STEVEN AND SHEILA MILLER FOUNDATION	**Employer identification number** 82-0576089
File by the extended due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 501 CRAWFORD, STE 500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77002	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ STEVEN L. MILLER
  Telephone No. ▶ 713 259-8861 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 11 .

5 For calendar year 2010 , or other tax year beginning ________ , 20 ___ , and ending ________ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS FOR ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 7,941.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 7,941.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Marc Gray Title ▶ CPA Date ▶ 8/3/11

Form **8868** (Rev 1-2011)

PricewaterhouseCoopers LLP
1201 Louisiana, Ste. 2900, Hou TX 77002