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** 09/01 , **2010, and ending** 08/31, **20** 11

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: MILLER FAMILY FOUNDATION 03-46987

A Employer identification number: 58-2261960

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 803878

Room/suite

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

City or town, state, and ZIP code: CHICAGO, IL 60680

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 ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,977,099.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

**Part I Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | NONE | | | |
| | 2 Check ▶ [ ] if the foundation is **not** required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 23,939. | 23,939. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 133,207. | | | |
| | b Gross sales price for all assets on line 6a 1,205,045. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 133,207. | | |
| | 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) | 185,141. | 185,141. | | STMT 2 |
| | 12 **Total.** Add lines 1 through 11 | 342,287. | 342,287. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | | | | |
| | 14 Other employee salaries and wages | | NONE | NONE | |
| | 15 Pension plans, employee benefits | | NONE | NONE | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) STMT 3 | 1,500. | 750. | NONE | 750. |
| | c Other professional fees (attach schedule) STMT 4 | 33,133. | 33,133. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5 | 36,294. | 750. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | NONE | NONE | |
| | 22 Printing and publications | | NONE | NONE | |
| | 23 Other expenses (attach schedule) STMT 6 | 50. | | | 50. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 70,977. | 34,633. | NONE | 800. |
| | 25 Contributions, gifts, grants paid | 201,300. | | | 201,300. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 272,277. | 34,633. | NONE | 202,100. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | 70,010. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 307,654. | | |
| | 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 | (c) Fair Market Value |
|---|---|---|---|---|
| 1 | Cash - non-interest-bearing | | | |
| 2 | Savings and temporary cash investments | 175,951. | 470,259. | 470,259. |
| 3 | Accounts receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| 4 | Pledges receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| 5 | Grants receivable | | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | |
| 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less allowance for doubtful accounts ▶ NONE | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | | |
| 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| b | Investments - corporate stock (attach schedule) STMT 7 | 1,892,769. | 1,931,796. | 2,201,546. |
| c | Investments - corporate bonds (attach schedule) | 50,629. | | |
| 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| 12 | Investments - mortgage loans | | | |
| 13 | Investments - other (attach schedule) STMT 8 | 2,401,636. | 2,162,104. | 2,162,104. |
| 14 | Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| 15 | Other assets (describe ▶ STMT 9 ) | 154,506. | 108,676. | 143,190. |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 4,675,491. | 4,672,835. | 4,977,099. |
| 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) | | | |
| | Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31. | | | |
| 24 | Unrestricted | | | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X | | | |
| 27 | Capital stock, trust principal, or current funds | 4,675,491. | 4,672,835. | |
| 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) | 4,675,491. | 4,672,835. | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 4,675,491. | 4,672,835. | |

(Side labels: Assets, lines 1–16; Liabilities, lines 17–23; Net Assets or Fund Balances, lines 24–31.)

**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 | 4,675,491. |
| 2 | Enter amount from Part I, line 27a | 2 | 70,010. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 4,745,501. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10 | 5 | 72,666. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 4,672,835. |

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## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | SEE PART IV DETAIL | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 133,207.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . **3**

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

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col. (c)) |
|---|---|---|---|
| 2009 | 222,235. | 4,053,988. | 0.05481885985 |
| 2008 | 295,680. | 4,353,418. | 0.06791904660 |
| 2007 | 276,530. | 5,907,533. | 0.04680972582 |
| 2006 | 332,530. | 6,803,558. | 0.04887589699 |
| 2005 | 298,230. | 5,953,267. | 0.05009518303 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.26851871229 |
| 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 | 0.05370374246 |
| 4 | Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 4,888,162. |
| 5 | Multiply line 4 by line 3 | 5 | 262,513. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,077. |
| 7 | Add lines 5 and 6 | 7 | 265,590. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 202,100. |

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 | 6,153. |
| 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 | 6,153. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 6,153. |
| 6 | Credits/Payments: | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,016. | | |
| b | Exempt foreign organizations-tax withheld at source — 6b: NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c: NONE | | |
| d | Backup withholding erroneously withheld — 6d: | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 1,016. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | 5,137. |
| 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** ▶ **Refunded** ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | | X |
| | *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers. ▶ $ ______ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | X | |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | X | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ______ | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* STMT 11 | 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)*

| | | Line | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

| | | Line | 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.**

| | | Answer | Line | Yes | No |
|---|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☐ Yes ☒ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? | | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 | | |
| 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)*

| | | Yes | No |
|---|---|---|---|
| **5a** | During the year did the foundation pay or incur any amount to: | | |
| | (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | [ ] Yes | [X] 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 | [X] No |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? | [ ] Yes | [X] 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 | [X] 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 | [X] No |
| **b** | If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ [ ] | | |
| **c** | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | [ ] Yes | [ ] No |
| | *If "Yes," attach the statement required by Regulations section 53.4945-5(d).* | | |
| **6a** | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | [ ] Yes | [X] 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 | [X] No |
| **b** | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** | | |

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| SEE STATEMENT 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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | NONE |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services . . . . . . ▶ | | NONE |

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

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

**Part IX-B** **Summary of Program-Related Investments** (see page 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 | 4,962,601. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 4,962,601. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 4,962,601. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 74,439. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 4,888,162. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 244,408. |

## 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 | 244,408. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 6,153. | | |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 6,153. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 238,255. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 238,255. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | | | 6 | NONE |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 238,255. |

## 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 | 202,100. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 202,100. |
| 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 | 202,100. |

**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 | | | | | 238,255. |
| 2 Undistributed income, if any, as of the end of 2010: | | | | | |
| a Enter amount for 2009 only | | | | 196,055. | |
| b Total for prior years: 20____,20____,20____ | | | NONE | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | | |
| a From 2005 | NONE | | | | |
| b From 2006 | NONE | | | | |
| c From 2007 | NONE | | | | |
| d From 2008 | NONE | | | | |
| e From 2009 | NONE | | | | |
| f Total of lines 3a through e | | NONE | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 202,100. | | | | | |
| a Applied to 2009, but not more than line 2a | | | | 196,055. | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | NONE | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | NONE | | | |
| d Applied to 2010 distributable amount | | | | | 6,045. |
| e Remaining amount distributed out of corpus | | NONE | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).) | | NONE | | | NONE |
| 6 **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | NONE | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | NONE | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions | | | NONE | | |
| e Undistributed income for 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 | | | | | 232,210. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | NONE | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | | NONE | | | |
| 9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a | | NONE | | | |
| 10 Analysis of line 9: | | | | | |
| a Excess from 2006 | NONE | | | | |
| b Excess from 2007 | NONE | | | | |
| c Excess from 2008 | NONE | | | | |
| d Excess from 2009 | NONE | | | | |
| e Excess from 2010 | NONE | | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2010 | (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).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| a *Paid during the year* | | | | |
| SEE STATEMENT 13 | | | | |
| **Total** . . . . . . ▶ 3a | | | | 201,300. |
| 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 | 23,939. | |
| 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 | 133,207. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: a | | | | | |
| b CORP LITIGATION | | | 14 | 891. | |
| c PARTNERSHIP INCOME | | | 14 | 184,250. | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 342,287. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 342,287.

(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.) |
|---|---|
| | NOT APPLICABLE |

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

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

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

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

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

b If "Yes," complete the following schedule.

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

**Sign Here**

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

William S. Miller | 7-2-2012 | Pres.
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 |
|---|---|---|---|---|
| YUERU GU | | 06/21/2012 | | |
| Firm's name ▶ THE NORTHERN TRUST COMPANY | | | Firm's EIN ▶ | |
| Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680 | | | Phone no. 312-630-6000 | |

Schedule K-1
(Form 1065)

# 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) | |
| | | 20000. PETAQUILLA RES LTD COM<br>PROPERTY TYPE: SECURITIES | | | | | 05/04/2007 | 01/31/2011 |
| 21,820.00 | | 42,200.00 | | | | | -20,380.00 | |
| | | 3000. ENERGY RECOVERY INC COM<br>PROPERTY TYPE: SECURITIES | | | | | 07/22/2008 | 02/17/2011 |
| 9,889.00 | | 36,782.00 | | | | | -26,893.00 | |
| | | 2000. MICROSOFT CORP COM<br>PROPERTY TYPE: SECURITIES | | | | | 01/11/2010 | 02/17/2011 |
| 54,396.00 | | 60,760.00 | | | | | -6,364.00 | |
| | | 10000. PETAQUILLA RES LTD COM<br>PROPERTY TYPE: SECURITIES | | | | | 05/04/2007 | 02/17/2011 |
| 11,892.00 | | 20,064.00 | | | | | -8,172.00 | |
| | | 4000. ACCRETIVE HEALTH INC COM STK<br>PROPERTY TYPE: SECURITIES | | | | | 10/28/2010 | 03/11/2011 |
| 93,972.00 | | 44,829.00 | | | | | 49,143.00 | |
| | | 2000. BARRICK GOLD CORP<br>PROPERTY TYPE: SECURITIES | | | | | 03/14/2007 | 04/26/2011 |
| 101,751.00 | | 54,859.00 | | | | | 46,892.00 | |
| | | 2000. GOLDCORP INC NEW COMMON<br>PROPERTY TYPE: SECURITIES | | | | | 11/13/2009 | 04/26/2011 |
| 108,609.00 | | 85,860.00 | | | | | 22,749.00 | |
| | | 4000. MFC SPROTT PHYSICAL GOLD TR UNIT<br>PROPERTY TYPE: SECURITIES | | | | | 02/26/2010 | 04/26/2011 |
| 52,130.00 | | 38,626.00 | | | | | 13,504.00 | |
| | | 2000. BARRICK GOLD CORP<br>PROPERTY TYPE: SECURITIES | | | | | 04/28/2011 | 04/29/2011 |
| 101,558.00 | | 101,224.00 | | | | | 334.00 | |
| | | 1000. BARRICK GOLD CORP<br>PROPERTY TYPE: SECURITIES | | | | | 03/14/2007 | 04/29/2011 |
| 50,779.00 | | 27,430.00 | | | | | 23,349.00 | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|---|---|---|---|---|---|---|---|---|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| TOTAL GAIN(LOSS) ...... | | ...................................... | | | | | 133,207. | |

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

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| DIVIDENDS AND INTEREST | | 23,444. | 23,444. |
| INTEREST-CHECKING | | 495. | 495. |
| | TOTAL | 23,939. | 23,939. |

## FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| CORP. LITIGATION - CENDANT | | 891. | 891. |
| PARTNERSHIP INCOME | | 184,250. | 184,250. |
| | TOTALS | 185,141. | 185,141. |

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| NORTHERN TRUST | 1,948. | 1,948. |
| ACCOUNT MANAGEMENT, LLC | 31,185. | 31,185. |
| TOTALS | 33,133. | 33,133. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| PRIOR YEAR TAXES | 17,772. | |
| ESTIMATED TAXES | 17,772. | |
| FOREIGN TAXES | 750. | 750. |
| TOTALS | 36,294. | 750. |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|---|---|---|
| ANNUAL REGISTRATION FEE | 50. | 50. |
| TOTALS | 50. | 50. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| SEE ATTACHED SCHEDULE | 1,931,796. | 2,201,546. |
| TOTALS | 1,931,796. | 2,201,546. |

MILLER FAMILY FOUNDATION 03-46987 58-2261960

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | COST/ FMV C OR F | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| TENTH STREET FUND II LP | C | 2,162,104. | 2,162,104. |
| TOTALS | | 2,162,104. | 2,162,104. |

FORM 990PF, PART II - OTHER ASSETS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
| --- | --- | --- |
| SEE ATTACHED SCHEDULE | 108,676. | 143,190. |
| TOTALS | 108,676. | 143,190. |

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

| DESCRIPTION | | AMOUNT |
|---|---|---|
| PRIOR PERIOD ADJUSTMENT | | 72,666. |
| | TOTAL | 72,666. |

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

GA

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

OFFICER NAME:
WILLIAM G. MILLER
ADDRESS:
3719 OLD ALABAMA RD
ALPHARETTA, GA 30092
TITLE:
PRESIDENT/CFO

OFFICER NAME:
CAROL SHORT
ADDRESS:
3719 OLD ALABAMA RD
ALPHARETTA, GA 30092
TITLE:
SECRETARY

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

RECIPIENT NAME:
SEE ATTACHED
ADDRESS:
.
., GA
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ........................................... 201,300.

TOTAL GRANTS PAID: 201,300.

## 2010 CHARITY CONTRIBUTION FOR MILLER FAMILY FOUNDATION (EIN: 58-2261960)

| | | |
|---|---|---|
| Lookout Valley Lions Club | $1,000.00 | Chattanooga, TN |
| Community Foundation of Middle TN | $1,000.00 | Nashville, TN |
| Boynton Elementary School | $500.00 | Catoosa, GA |
| Brainerd High School | $1,200.00 | Chattanooga, TN |
| Orchard Knob Middle School | $1,000.00 | Chattanooga, TN |
| Friends of the Festival | $12,000.00 | Chattanooga, TN |
| City of Chattanooga | $2,500.00 | Chattanooga, TN |
| Chattanooga Community Foundation | $5,000.00 | Chattanooga, TN |
| Fellowship of Christian Police Officers Assoc. | $5,000.00 | Chattanooga, TN |
| FOP Rock City Lodge | $2,000.00 | Chattanooga, TN |
| Ft. Lauderdale Fraternal Order of Police | $2,000.00 | Ft. Lauderdale, FL |
| International Towing & Recover Museum | $22,000.00 | Chattanooga, TN |
| Lisa Drack Memorial Scholarship Fund | $10,000.00 | Greencastle, IN |
| Make-A- Wish Foundation | $1,000.00 | Chattanooga, TN |
| Make-A- Wish Foundation of Southern Florida | $7,500.00 | Ft. Lauderdale, FL |
| McKamey Animal Care and Adoption Center | $3,500.00 | Chattanooga, TN |
| Northwest Georgia Bank Foundation | $1,000.00 | Ringgold, GA |
| St. Jude's Children's Hospital | $25,000.00 | Memphis, TN |
| Thursday Night Support Group | $2,500.00 | Chattanooga, TN |
| Xtreme 15U Girls Basketball (Amateur Athletic Union) | $1,500.00 | Chattanooga, TN |
| Santa for All Seasons | $600.00 | Chattanooga, TN |
| Soddy Daisy Festival Assoc. | $5,000.00 | Soddy-Daisy, TN |
| Helen & Harry Gray Cancer Center | $2,500.00 | Hartford, CT |
| Friends of the Zoo | $81,000.00 | Chattanooga, TN |
| Soddy Daisy Volunteer Fire Department | $5,000.00 | Soddy-Daisy, TN |
| | | |
| TOTAL | $201,300.00 | |

# Custom Reporting

**31 AUG 11**



## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **Canada - USD** | | | | | | | |
| BARRICK GOLD CORP CUSIP 067901108 | | | | | | | |
| 1,000 000 | 50 75 | 120 00 | 50,750 00 | 49,753 10 | 996 90 | 0 00 | 996 90 |
| ENCANA CORP COM NPV CUSIP 292505104 | | | | | | | |
| 1,500 000 | 25 41 | 0 00 | 38,115 00 | 53,214 30 | -15,099 30 | 0 00 | -15,099 30 |
| GOLDCORP INC NEW COM CUSIP 380956409 | | | | | | | |
| 6,000 000 | 51 92 | 0 00 | 311,520 00 | 293,754 60 | 17,765 40 | 0 00 | 17,765 40 |
| PETAQUILLA RES LTD COM CUSIP 716013107 | | | | | | | |
| 20,000 000 | 0 7801 | 0 00 | 15,602 00 | 38,054 00 | -22,452 00 | 0 00 | -22,452 00 |
| Total USD | | 120 00 | 415,987 00 | 434,776 00 | -18,789 00 | 0 00 | -18,789 00 |
| Total Canada | | 120 00 | 415,987 00 | 434,776 00 | -18,789 00 | 0 00 | -18,789 00 |
| **United States - USD** | | | | | | | |
| BERKSHIRE HATHAWAY INC-CL B CUSIP 084670702 | | | | | | | |
| 5,500 000 | 73 00 | 0 00 | 401,500 00 | 387,932 50 | 13,567 50 | 0 00 | 13,567 50 |
| CREDIT ACCEP CORP MICH COM CUSIP 225310101 | | | | | | | |
| 4 076 000 | 69 14 | 0 00 | 281,814 64 | 39,741 00 | 242,073 64 | 0 00 | 242,073 64 |
| D R HORTON INC COM CUSIP 23331A109 | | | | | | | |
| 15,000 000 | 10 52 | 0 00 | 157,800 00 | 191,600 50 | -33,800 50 | 0 00 | -33,800 50 |
| EOG RESOURCES INC COM CUSIP 26875P101 | | | | | | | |
| 1,000 000 | 92 59 | 0 00 | 92,590 00 | 91,711 20 | 878 80 | 0 00 | 878 80 |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| KB HOME COM CUSIP 48666K109 | | | | | | | |
| 6,000 000 | 6 59 | 0 00 | 39,540 00 | 78,489 00 | -38,949 00 | 0 00 | -38,949 00 |
| MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101 | | | | | | | |
| 11,250 000 | 23 05 | 2,475 00 | 259,312 50 | 178,359 37 | 80,953 13 | 0 00 | 80,953 13 |
| MICROSOFT CORP COM CUSIP 594918104 | | | | | | | |
| 10,675 000 | 26 60 | 1,708 00 | 283,955 00 | 301,898 37 | -17,943 37 | 0 00 | -17,943 37 |
| MLP ENTERPRISE PRODS PARTNERS L P COM UNIT CUSIP 293792107 | | | | | | | |
| 3,000 000 | 42 15 | 0 00 | 126,450 00 | 77,643 60 | 48,806 40 | 0 00 | 48,806 40 |
| TEXTURA CORP COMMON STOCK CUSIP 883992182 | | | | | | | |
| 5,381 000 | 26 50 | 0 00 | 142,596 50 * | 174,990 12 | -32,393 62 | 0 00 | -32 393 62 |
| Total USD | | 4,183 00 | 1,785,558 64 | 1,522,365 66 | 263,192 98 | 0 00 | 263,192 98 |
| Total United States | | 4,183 00 | 1,785,558 64 | 1,522,365 66 | 263,192 98 | 0 00 | 263,192 98 |
| **Total Common Stock**<br>**90,382 000** | | **4,303.00** | **2,201,545.64** | **1,957,141.66** | **244,403.98** | **0.00** | **244,403.98** |
| **Total Equity Securities**<br>**90,382.000** | | **4,303.00** | **2,201,545.64** | **1,957,141.66** | **244,403.98** | **0.00** | **244,403.98** |

** Market value based on prices received from an external manager or other client-directed pricing source*

## *Commodities*

### Commodities

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| *Commodities* | | | | | | | |
| **Commodities** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFC SPROTT PHYSICAL GOLD TR UNIT CUSIP 85207H104 | | | | | | | |
| 9,000 000 | 15 91 | 0 00 | 143,190 00 | 108,676 20 | 34,513 80 | 0 00 | 34,513 80 |
| Total USD | | 0 00 | 143,190 00 | 108,676 20 | 34,513 80 | 0 00 | 34,513 80 |
| Total United States | | 0 00 | 143,190 00 | 108,676 20 | 34,513 80 | 0 00 | 34,513 80 |
| **Total Commodities**<br>**9,000.000** | | **0.00** | **143,190.00** | **108,676.20** | **34,513.80** | **0.00** | **34,513.80** |
| **Total Commodities**<br>**9,000 000** | | **0.00** | **143,190.00** | **108,676.20** | **34,513.80** | **0.00** | **34,513 80** |
| *Cash and Short Term Investments* | | | | | | | |
| **Short term** | | | | | | | |
| USD - United States dollar | | | | | | | |
| | 1 00 | 0 92 | -4,994 53 | -4,994 53 | 0 00 | 0 00 | 0 00 |
| Total short term - all currencies | | 0 92 | -4,994 53 | -4,994 53 | 0 00 | 0 00 | 0 00 |
| Total short term - all countries | | 0 92 | -4,994 53 | -4,994 53 | 0 00 | 0 00 | 0 00 |
| **Total Short Term**<br>**-4,994.530** | | **0.92** | **-4,994 53** | **-4,994.53** | **0.00** | **0 00** | **0 00** |
| **Total Cash and Short Term Investments**<br>**-4,994.530** | | **0.92** | **-4,994 53** | **-4,994 53** | **0.00** | **0.00** | **0 00** |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| **Total** | | | | | | | |
| **94,387.470** | | **4,303.92** | **2,339,741.11** | **2,060,823.33** | **278,917.78** | **0.00** | **278,917.78** |

# Northern Trust

Northern Trust Bank, FSB
3282 Northside Parkway,NW Suite 100
Atlanta, GA 30327

***Statement of Account***



Please refer statement inquiries to:
**Northern Phone Banking**
**(888) 289-6542**
**outside US & Canada (312) 444-4454**
or
For other banking services
**Shellee Spagnoletto**
**(404) 279-5205**

MILLER FAMILY FOUNDATION, INC.
3719 OLD ALABAMA RD SUITE 300-G146
ALPHARETTA GA 30022-8675

**Statement Period**
**08/01/11 through 08/31/11**

## Non-Personal Northern Anchor — Account Number: 3009002595

| | |
|---|---|
| Beginning Balance on August 1, 2011 | 479,837.33 |
| Deposits and Credits | 0 00 |
| Interest Credited | 15 76 |
| Checks and Other Items Paid | (4,600 00) |
| Ending Balance on August 31, 2011 | 475,253 09 |
| Average Collected Balance | 479,688 00 |
| Interest Credited Year to Date | 339 53 |

### Interest Credited

| Date | Description | Amount |
|---|---|---|
| 08-31 | Interest | 15 76 |

### Other Items Paid

| Date | Description | | Amount |
|---|---|---|---|
| 08-31 | Transfer To Trust | TRUST TRANSFER - ENTRYID # 51884 00<br>0346987 MILLER FAMILY FOUNDATION - U | 4,600.00 |

**Northern Trust**

Northern Trust Bank, FSB
3282 Northside Parkway,NW Suite 100
Atlanta, GA 30327

***Statement of Account***



MILLER FAMILY FOUNDATION, INC.

**Non-Personal Northern Anchor** **Account Number: 3009002595**

## Non-Personal Northern Anchor Daily Ledger Balances

| Date | Balance | Date | Balance | Date | Balance |
|---|---|---|---|---|---|
| 08-01 | 479,837.33 | 08-31 | 475,253.09 | | |

## Interest Disclosure

| | |
|---|---|
| Annual Percentage Yield Earned | 0 04% |
| Interest-Bearing Days | 31 |
| Interest Earned | $15 76 |

CLIENT EMERGENCY INFORMATION LINE
IN THE CASE OF AN UNFORESEEN EVENT, YOU MAY CALL TOLL-FREE FROM ANYWHERE IN THE COUNTRY TO HEAR A RECORDED MESSAGE ABOUT YOUR NORTHERN TRUST OFFICE PLEASE CALL 1-800-682-0009, NORTHERN TRUST'S CLIENT EMERGENCY LINE, FOR UPDATES AND OTHER RELEVANT INFORMATION

# Schedule of Activities

For calendar year 2010, or tax year beginning ____________, 2010, and ending ____________, ______

Name: TENTH STREET FUND II, L.P. I.D. Number: 26-0350408
For: MILLER FAMILY FOUNDATION 58-2261960

| Description of Activity | Activity Number | 100% Disposed | Publicly Traded Partnership | |
|---|---|---|---|---|
| | 2 | | | ADVANTAGE NURSING SERVICES, LLC |
| | 3 | | | EUROPEAN SOAPS, LLC |
| | | | | |

| | Activity - 2 | Activity - 3 | Activity - |
|---|---|---|---|
| Ordinary business income (loss) | 2,277. | 5,507. | |
| Net rental real estate income (loss) | | | |
| Other net rental income (loss) | | | |
| Interest income | 41. | | |
| Dividends - Ordinary dividends | | | |
| - Qualified dividends | | | |
| Royalties | | | |
| Net short-term capital gain (loss) | | | |
| Net long-term capital gain (loss) | | | |
| - Collectibles (28%) gain (loss) | | | |
| - Unrecaptured Section 1250 gain | | | |
| Net section 1231 gain (loss) | | | |
| Other portfolio income | | | |
| Section 1256 contracts and straddles | | | |
| Other income | | | |
| Section 179 deduction | | | |
| Charitable contributions | 2. | | |
| Portfolio deductions | | | |
| Investment interest expense | | | |
| Section 59(e)(2) expenditures | | | |
| Other deductions | | | |
| Net earnings from self-employment | | | |
| Gross farming or fishing income | | | |
| Gross nonfarm income | | | |
| LIH credit - Section 42(j)(5) partnerships | | | |
| - Other | | | |
| Qualified rehabilitation expenditures related to rental real estate | | | |
| Other rental credits | | | |
| Credits related to other rental activities | | | |
| Recapture of LIH credit - Section 42(j)(5) partnerships | | | |
| - Other | | | |
| Other credits | | | |
| Post-1986 depreciation adjustment | | | |
| Adjusted gain or loss | | | |
| Portion of adjusted gain/loss allocable to short-term gain/loss | | | |
| Portion of adjusted gain/loss allocable to long-term gain/loss | | | |
| Portion of adjusted gain/loss allocable to section 1231 gain/loss | | | |
| Depletion (other than oil and gas) | | | |
| Oil, gas and geothermal properties - gross income | | | |
| Oil, gas and geothermal properties - deductions | | | |
| Other AMT items | | | |
| Investment income | 41. | | |
| Investment expenses | | | |

025001
05-01-10

# Schedule of Activities

For calendar year 2010, or tax year beginning ______________, 2010, and ending ______________, ______

Name: TENTH STREET FUND II, L.P. I.D. Number: 26-0350408

For: MILLER FAMILY FOUNDATION 58-2261960

| Description of Activity | Activity Number | 100% Disposed | Publicly Traded Partnership | |
|---|---|---|---|---|
| | 1 | | | WALNUT STREET FINANCIAL, LLC - CLASS A |
| | 1 | | | WALNUT STREET FINANCIAL, LLC - CLASS C |
| | 1 | | | WALNUT STREET FINANCIAL, LLC - CLASS D |

| | Activity - 1 | Activity - 1 | Activity - 1 |
|---|---|---|---|
| Ordinary business income (loss) | | | |
| Net rental real estate income (loss) | | | |
| Other net rental income (loss) | | | |
| Interest income | 6,101. | 10,334. | 586. |
| Dividends - Ordinary dividends | | | |
| - Qualified dividends | | | |
| Royalties | | | |
| Net short-term capital gain (loss) | | 2,397. | 2,350. |
| Net long-term capital gain (loss) | 1,723. | 803. | -149. |
| - Collectibles (28%) gain (loss) | | | |
| - Unrecaptured Section 1250 gain | | | |
| Net section 1231 gain (loss) | | | |
| Other portfolio income | | | |
| Section 1256 contracts and straddles | | | |
| Other income | 247. | | |
| Section 179 deduction | | | |
| Charitable contributions | | | |
| Portfolio deductions | 87. | 110. | 300. |
| Investment interest expense | | | |
| Section 59(e)(2) expenditures | | | |
| Other deductions | | | |
| Net earnings from self-employment | | | |
| Gross farming or fishing income | | | |
| Gross nonfarm income | | | |
| LIH credit - Section 42(j)(5) partnerships | | | |
| - Other | | | |
| Qualified rehabilitation expenditures related to rental real estate | | | |
| Other rental credits | | | |
| Credits related to other rental activities | | | |
| Recapture of LIH credit - Section 42(j)(5) partnerships | | | |
| - Other | | | |
| Other credits | | | |
| Post-1986 depreciation adjustment | | | |
| Adjusted gain or loss | | | |
| Portion of adjusted gain/loss allocable to short-term gain/loss | | | |
| Portion of adjusted gain/loss allocable to long-term gain/loss | | | |
| Portion of adjusted gain/loss allocable to section 1231 gain/loss | | | |
| Depletion (other than oil and gas) | | | |
| Oil, gas and geothermal properties - gross income | | | |
| Oil, gas and geothermal properties - deductions | | | |
| Other AMT items | | | |
| Investment income | 6,101. | 10,334. | 586. |
| Investment expenses | 87. | 110. | 300. |

025001
05-01-10

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# 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) | |
| | | 4250. MFC PROSHARES TR II PROSHARES ULTR<br>PROPERTY TYPE: SECURITIES | | | | | 04/13/2010 | 10/01/2010 |
| 70,166.00 | | 90,607.00 | | | | | -20,441.00 | |
| | | 2125. MFC PROSHARES TR II PROSHARES ULTR<br>PROPERTY TYPE: SECURITIES | | | | | 04/13/2010 | 10/08/2010 |
| 33,897.00 | | 41,793.00 | | | | | -7,896.00 | |
| | | 1000. MFC PROSHARES TR SHORT 20+ YR TREA<br>PROPERTY TYPE: SECURITIES | | | | | 01/14/2010 | 10/08/2010 |
| 40,078.00 | | 50,629.00 | | | | | -10,551.00 | |
| | | 3750. MAXIM INTEGRATED PRODS INC<br>PROPERTY TYPE: SECURITIES | | | | | 05/26/1998 | 10/13/2010 |
| 70,309.00 | | 62,109.00 | | | | | 8,200.00 | |
| | | 2125. MFC PROSHARES TR II PROSHARES ULTR<br>PROPERTY TYPE: SECURITIES | | | | | 12/03/2009 | 10/21/2010 |
| 33,298.00 | | 41,325.00 | | | | | -8,027.00 | |
| | | 1500. BARRICK GOLD CORP<br>PROPERTY TYPE: SECURITIES | | | | | 03/21/2007 | 12/15/2010 |
| 79,298.00 | | 43,233.00 | | | | | 36,065.00 | |
| | | 1500. GOLDCORP INC NEW COMMON<br>PROPERTY TYPE: SECURITIES | | | | | 11/13/2009 | 12/15/2010 |
| 69,062.00 | | 65,805.00 | | | | | 3,257.00 | |
| | | 4000. MFC SPROTT PHYSICAL GOLD TR UNIT<br>PROPERTY TYPE: SECURITIES | | | | | 02/26/2010 | 12/15/2010 |
| 48,673.00 | | 38,626.00 | | | | | 10,047.00 | |
| | | 3500. KINROSS GOLD CORP COM NPV NEW<br>PROPERTY TYPE: SECURITIES | | | | | 11/05/2009 | 01/04/2011 |
| 63,721.00 | | 55,749.00 | | | | | 7,972.00 | |
| | | 6000. MFC SPROTT PHYSICAL GOLD TR UNIT<br>PROPERTY TYPE: SECURITIES | | | | | 02/26/2010 | 01/04/2011 |
| 71,767.00 | | 57,940.00 | | | | | 13,827.00 | |
| | | 1000. ACCRETIVE HEALTH INC COM STK<br>PROPERTY TYPE: SECURITIES | | | | | 10/25/2010 | 01/31/2011 |
| 17,980.00 | | 11,388.00 | | | | | 6,592.00 | |