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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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
THE MILEY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) 3468 NW 85TH TERRACE Room/suite

City or town, state, and ZIP code
OCALA, FL 34482

H Check type of organization 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) **\$ 2,194,652** **J** Accounting method 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) |
|-----|--|------------------------------------|---------------------------|-------------------------|---|
| 1 | Contributions, gifts, grants, etc., received (attach schedule) | 34,000 | | | |
| 2 | Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| 3 | Interest on savings and temporary cash investments | | | | |
| 4 | Dividends and interest from securities. | 67,682 | 67,682 | | |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | -64,846 | | | |
| b | Gross sales price for all assets on line 6a 297,756 | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 0 | | |
| 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) | | | | |
| 12 | Total. Add lines 1 through 11 | 36,836 | 67,682 | | |

| | | | | |
|---------------------------------------|---|---------|--------|---------|
| Revenue | 13 Compensation of officers, directors, trustees, etc | | | |
| Operating and Administrative Expenses | 14 Other employee salaries and wages | | | |
| | 15 Pension plans, employee benefits | | | |
| | 16a Legal fees (attach schedule) | | | |
| | b Accounting fees (attach schedule) | | | |
| | c Other professional fees (attach schedule) | 23,154 | 21,154 | 2,000 |
| | 17 Interest | 40,210 | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | 261 | 261 | |
| | 19 Depreciation (attach schedule) and depletion | | | |
| | 20 Occupancy | | | |
| | 21 Travel, conferences, and meetings | | | |
| | 22 Printing and publications | | | |
| | 23 Other expenses (attach schedule) | 196 | | 196 |
| | 24 Total operating and administrative expenses. | | | |
| | Add lines 13 through 23 | 63,821 | 21,415 | 2,196 |
| | 25 Contributions, gifts, grants paid | 106,400 | | 106,400 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 170,221 | 21,415 | 108,596 |

| | | | | |
|--|---|----------|--------|--|
| | 27 Subtract line 26 from line 12 | | | |
| | a Excess of revenue over expenses and disbursements | -133,385 | | |
| | b Net investment income (if negative, enter -0-) | | 46,267 | |
| | c Adjusted net income (if negative, enter -0-) | | | |

| Part III Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|---------------------------------------|--|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| 1 | Cash—non-interest-bearing | 4,547 | 5,962 | 5,961 |
| 2 | Savings and temporary cash investments | 28,048 | 51,728 | 51,728 |
| 3 | Accounts receivable ► | 31,773 | | |
| | 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 ► | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | | |
| 10a | Investments—U S and state government obligations (attach schedule) | | | |
| b | Investments—corporate stock (attach schedule) | | | |
| c | Investments—corporate bonds (attach schedule) | | | |
| 11 | Investments—land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) | 2,248,264 | 2,136,963 | 2,136,963 |
| 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) | 2,312,632 | 2,194,653 | 2,194,652 |
| 17 | Accounts payable and accrued expenses | 159,567 | 195,777 | |
| 18 | Grants payable | | | |
| 19 | Deferred revenue | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | 800,000 | 800,000 | |
| 21 | Mortgages and other notes payable (attach schedule) | | | |
| 22 | Other liabilities (describe ►) | | | |
| 23 | Total liabilities (add lines 17 through 22) | 959,567 | 995,777 | |
| | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| 24 | Unrestricted | | | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| 27 | Capital stock, trust principal, or current funds | | | |
| 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | 1,353,065 | 1,198,876 | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | 1,353,065 | 1,198,876 | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 2,312,632 | 2,194,653 | |

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 | 1,353,065 |
| 2 | Enter amount from Part I, line 27a | 2 | -133,385 |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 1,219,680 |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | 20,804 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 1,198,876 |

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) |
|---|--|---|---|---|
| 1 a | Capital Gain Distributions | P | 2011-01-01 | 2011-12-31 |
| b | Publicly traded securities - UBS | P | 2011-01-01 | 2011-12-31 |
| c | Publicly traded securities - Cantella | P | 2011-01-01 | 2011-12-31 |
| 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 | 9,602 | 0 | 0 | 9,602 |
| b | 132,534 | 0 | 128,549 | 3,985 |
| c | 165,222 | 0 | 234,053 | -68,831 |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) F M V as of 12/31/69 | | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | 0 | 0 | 0 | 9,602 |
| b | 0 | 0 | 0 | 3,985 |
| c | 0 | 0 | 0 | -68,831 |
| d | | | | |
| e | | | | |
| 2 | Capital gain net income or (net capital loss) | $\begin{cases} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{cases}$ | | 2 -55,244 |
| 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 -55,244 |

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

 Yes No

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

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)) |
|--|---|---|--|
| 2010 | 86,452 | 2,127,069 | 0 040644 |
| 2009 | 71,050 | 1,772,060 | 0 040095 |
| 2008 | 58,385 | 2,089,579 | 0 027941 |
| 2007 | 70,598 | 2,005,571 | 0 035201 |
| 2006 | 61,956 | 1,323,797 | 0 046802 |
| 2 | | | 2 0 190683 |
| 3 | | | 3 0 038137 |
| 4 | | | 4 2,293,676 |
| 5 | | | 5 87,474 |
| 6 | | | 6 463 |
| 7 | | | 7 87,937 |
| 8 | | | 8 108,596 |

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 <input type="checkbox"/> and enter "N/A" on line 1 | 1 | 463 |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | 0 |
| 3 | Add lines 1 and 2. | 3 | 463 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 463 |
| 6 | Credits/Payments | | |
| a | 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 2,181 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments Add lines 6a through 6d. | 7 | 2,181 |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 1,718 |
| 11 | Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,718 Refunded <input type="checkbox"/> 11 | 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 | No |
| 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 | No |
| <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | | |
| c | Did the foundation file Form 1120-POL for this year? | 1c | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | 2 | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | 3 | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | 5 | No |
| 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 | Yes |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> | 7 | Yes |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> ME | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i> | 8b | Yes |
| 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> | 9 | No |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | 10 | No |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---|---|---|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions). | 11 | | No |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |
| Website address ► N/A | | | | |
| 14 | The books are in care of ► DAVID MILEY Located at ► 3468 NW 85TH TERRACE OCALA FL | Telephone no ► (352) 368-2863 ZIP +4 ► 34482 | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► | 15 | | |
| 16 | and enter the amount of tax-exempt interest received or accrued during the year | 16 | Yes | No |
| At any time during calendar year 2011, 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? | | | | |
| See 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 20 of the instructions)? | 1b | No |
| c | 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 2011? | 1c | No |
| 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? | 2a | |
| | If "Yes," list the years ► 20____, 20____, 20____, 20____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions) | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | 3a | |
| | ► Yes | ✓ No | |
| b | If "Yes," did it have excess business holdings in 2011 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 2011). | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | No |
| 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 2011? | 4b | No |

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))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. | <input checked="" type="checkbox"/> | 5b | |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 6b | No |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | | |
| If "Yes" to 6b, file Form 8870. | | | | |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 7b | |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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 |
|--|---|---|---|---------------------------------------|
| DAVID MILEY 3468 NW 85TH TERRACE OCALA, FL 34482 | President 2 00 | 0 | 0 | 0 |
| BRENDA MILEY 3468 NW 85TH TERRACE OCALA, FL 34482 | Director 0 50 | 0 | 0 | 0 |
| JOHN MILEY 886 SHORE ROAD CAPE ELIZABETH, ME 04107 | Director 0 50 | 0 | 0 | 0 |
| BEN MILEY 886 SHORE ROAD CAPE ELIZABETH, ME 04107 | Director 0 50 | 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 | | | | |
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| | | | | |
| Total number of other employees paid over \$50,000. | | | | 0 |

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 | | |
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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.

| 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 | <hr/> <hr/> | |
| 2 | <hr/> <hr/> | |
| 3 | <hr/> <hr/> | |
| 4 | <hr/> <hr/> | |

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

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | | Amount |
|--|--|--------|
| 1 | | |
| | | |
| 2 | | |
| | | |
| All other program-related investments See page 24 of the instructions | | |
| 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 | 2,260,535 |
| b Average of monthly cash balances. | 1b | 68,070 |
| c Fair market value of all other assets (see page 24 of the instructions). | 1c | 0 |
| d Total (add lines 1a, b, and c). | 1d | 2,328,605 |
| 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 | |
| 3 Subtract line 2 from line 1d. | 3 | 2,328,605 |
| 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). | 4 | 34,929 |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 2,293,676 |
| 6 Minimum investment return. Enter 5% of line 5. | 6 | 114,684 |

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 | 114,684 |
| 2a Tax on investment income for 2011 from Part VI, line 5. | 2a | 463 |
| b Income tax for 2011 (This does not include the tax from Part VI). | 2b | |
| c Add lines 2a and 2b. | 2c | 463 |
| 3 Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 114,221 |
| 4 Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 Add lines 3 and 4. | 5 | 114,221 |
| 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 | 114,221 |

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 | 108,596 |
| 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 | |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required). | 3a | |
| b Cash distribution test (attach the required schedule). | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 108,596 |
| 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 | 463 |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 108,133 |

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 2010 | (c) 2010 | (d) 2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | 114,221 |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only. | | | 105,672 | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2011 | | | | |
| a From 2006. | | | | |
| b From 2007. | | | | |
| c From 2008. | | | | |
| d From 2009. | | | | |
| e From 2010. | | | | |
| f Total of lines 3a through e. | | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 108,596 | | | | |
| a Applied to 2010, but not more than line 2a | | | 105,672 | |
| 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 2011 distributable amount. | | | | 2,924 |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2011 (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 | | | | |
| 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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions | | | | |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. | | | | 111,297 |
| 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 2006 not applied on line 5 or line 7 (see page 27 of the instructions). | | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2007. | | | | |
| b Excess from 2008. | | | | |
| c Excess from 2009. | | | | |
| d Excess from 2010. | | | | |
| e Excess from 2011. | | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

| | | | | |
|-----|---|--|--|--|
| 1a | If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. <input type="text"/> | | | |
| b | Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | |
| 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 organization had \$5,000 or more in assets at any time during the year—see page 27 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))

DAVID MILEY

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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 | 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 |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | ► 3a | 106,400 |
| b Approved for future payment | | | | |
| Total | | | ► 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI. B. Relationship of Activities

Part XVI-B Relationship of Activities

Explain below how each activity for which income is reported in column (e) of Part XVI-A continues

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt

(3) Rental of facilities, equipment,

(4) Reimbursement arrangements

(8) Performance of services or membership or fundraising solicitations.

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.

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

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 | |
|--|---------------------------------|---|-------------|
| <p>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.</p> | | | |
| <p>*****</p> | <p>2012-11-15</p> | <p>*****</p> | |
| <p>Signature of officer or trustee</p> | <p>Date</p> | <p>Title</p> | |
| <p>Sign Here Paid Preparer's Use Only</p> | <p>Preparer's Signature</p> | <p>Date</p> | <p>PTIN</p> |
| | <p>CHERYL GREENLEAF CPA</p> | <p>Check if self-employed <input checked="" type="checkbox"/></p> | |
| | <p>Firm's name</p> | <p>2012-11-15</p> | |
| | <p>CHERYL GREENLEAF CPA</p> | <p>Firm's EIN</p> | |
| <p>PO BOX 1025</p> | <p></p> | | |
| <p>Firm's address</p> | <p>Phone no (207) 799-9303</p> | | |
| <p>SCARBOROUGH, ME 040701025</p> | <p></p> | | |

May the IRS discuss this return with the preparer shown above? See instructions Yes No

2011

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

Name of organization
THE MILEY FOUNDATION**Employer identification number**

20-2007116

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule—**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
 THE MILEY FOUNDATION
Employer identification number

20-2007116

| Part I Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed | | | |
|---|--|---------------------------------------|--|
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| 1 | DAVID MILEY 3468 NW 85TH TERRACE OCALA, FL 34482 | \$ 34,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

| | | | |
|--|---------------------|--|-------------------------------------|
| Name of organization THE MILEY FOUNDATION | | Employer identification number 20-2007116 | |
| Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry) For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once See instructions) ► \$ Use duplicate copies of Part III if additional space is needed | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| — | — | — | — |
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| — | — | — | — |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| — | — | — | — |
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| — | — | — | — |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| — | — | — | — |
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| — | — | — | — |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| — | — | — | — |
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| — | — | — | — |

Additional Data

Software ID:

Software Version:

EIN: 20-2007116

Name: THE MILEY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | 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 | | | | |
| BIG BROTHERS BIG SISTERS195 LANCASTER STREET PORTLAND, ME 04101 | | Public Charity | General Support | 10,000 |
| BOYS & GIRLS CLUB277 CUMBERLAND AVENUE PORTLAND, ME 04101 | | Public Charity | General Support | 1,000 |
| CAMP SUNSHINEPO BOX 187 SOUTH CASCO, ME 04077 | | Public Charity | General Suport | 1,000 |
| CAPE ELIZABETH LAND TRUST 330 OCEAN HOUSE ROAD CAPE ELIZABETH, ME 04107 | | Public Charity | General Support | 100 |
| CENTER FOR GRIEVING CHILDRENPO BOX 1438 PORTLAND, ME 04104 | | Public Charity | General Support | 1,500 |
| CHEVERUS HIGH SCHOOL267 OCEAN AVENUE PORTLAND, ME 04103 | | Public Charity | General Support | 5,000 |
| EQUESTPO BOX 935 KENNEBUNK, ME 040430935 | | Public Charity | General Support | 5,000 |
| FORT WILLIAMS FOUNDATIONPO BOX 6260 CAPE ELIZABETH, ME 04107 | | Public Charity | Genearl Support | 100 |
| FRIENDS OF CASCO BAY43 SLOCUM DRIVE SOUTH PORTLAND, ME 04106 | | Public Charity | General Support | 1,000 |
| GOOD SHEPARD FOOD BANKPO BOX 1807 AUBURN, ME 04211 | | Public Charity | General Support | 5,000 |
| GROW SMART MAINE309 CUMBERLAND AVENUE PORTLAND, ME 04101 | | Public Charity | General Support | 1,000 |
| JUVENILE DIABETES RESEARCH FOUNDATION33 SILVER STREET PORTLAND, ME 04101 | | Public Charity | General Support | 1,000 |
| FRIENDS OF LONGCREEK YOUTH DEVELOPMENT CENTER675 WESTBROOK STREET SOUTH PORTLAND, ME 04106 | | Public Charity | GED Program | 2,500 |
| MAINE VITAE SOCIETY2 GREAT FALLS PLAZA 6 AUBURN, ME 04210 | | Public Charity | General Support | 3,000 |
| MAINE SPECIAL OLYMPICS125 JOHN ROBERTS ROAD 19 SOUTH PORTLAND, ME 04106 | | Public Charity | General Support | 500 |
| MAINE STATE SOCIETY PROTECTION OF ANIMALSPO BOX 10 SOUTH WINDHAM, ME 04082 | | Public Charity | General Support | 1,500 |
| MCAULEY RESIDENCE91 STATE STREET PORTLAND, ME 04101 | | Public Charity | General Support | 10,000 |
| MERCY HOSPITAL144 STATE STREET PORTLAND, ME 04101 | | Public Charity | General Support | 5,000 |
| OPPORTUNITY FARMPO BOX 65 NEW GLOUCESTER, ME 04260 | | Public Charity | General Support | 1,500 |
| PROJECT GRACEPO BOX 6846 SCARBOROUGH, ME 04074 | | Public Charity | General Support | 10,000 |
| ROOT CELLAR (MAINE)94 WASHINGTON AVENUE PORTLAND, ME 04101 | | Public Charity | General Support | 1,000 |
| SALVATION ARMY297 CUMBERLAND AVENUE PORTLAND, ME 04104 | | Public Charity | General Support | 5,000 |
| ST BARTHOLOMEWS CHURCH8 TWO LIGHTS ROAD CAPE ELIZABETH, ME 04107 | | Public Charity | General Support | 3,500 |
| ST JOSEPH'S COLLEGE278 WHITES BRIDGE ROAD STANDISH, ME 04084 | | Public Charity | General Support | 2,000 |
| SUSAN G KOMEN FOR THE CURE PO BOX 1626 BANGOR, ME 04402 | | Public Charity | General Support | 1,000 |
| SMILE TRAIN41 MADISON AVENUE 28TH FLOOR NEW YORK, NY 10010 | | Public Charity | General Support | 1,000 |
| UNIVERSITY OF DUBLIN FUND80 PINE STREET NEW YORK, NY 10005 | | Public Charity | General Support | 1,000 |
| THOMAS MEMORIAL LIBRARY FOUNDATION6 SCOTT DYER ROAD CAPE ELIZABETH, ME 04107 | | Public Charity | General Support | 100 |
| WAYSIDE SOUP KITCHENPO BOX 1278 PORTLAND, ME 04101 | | Public Charity | General Support | 5,000 |
| WENTWORTH INSTITUTE OF TECHNOLOGY550 HUNTINGTON AVENUE BOSTON, MA 02115 | | Public Charity | General Support | 3,500 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | 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 |
|---|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| YMCA CAMP BELKNAP 172 GOVERNOR WENTWORTH HIGHWAY WOLFEBORO, NH 03894 | | Public Charity | General Support | 2,500 |
| UNION OF MAINE VISUAL ARTISTS 1797 BRISTOL ROAD BRISTON, ME 04539 | | Public Charity | General Support | 100 |
| LEARNING WORKS 181 BRACKETT STREET PORTLAND, ME 04102 | | Public Charity | General Support | 1,500 |
| SISTERS OF MERCY 6 DOWN STREET INDIAN ISLAND, ME 04468 | | Public Charity | General Support | 1,500 |
| SACO RIVER GRANGE HALL PO BOX 1 BAR MILLS, ME 04004 | | Public Charity | General Support | 1,000 |
| OPEN GATES EQUINE RESCUE INC 407 MORSE ROAD NEW GLOUCESTER, ME 04260 | | Public Charity | General Support | 500 |
| MAINE FARMLAND TRUST 97 MAIN STREET BELFAST, ME 04915 | | Public Charity | General Support | 500 |
| BISHOP'S APPEAL PO BOX 11559 PORTLAND, ME 04104 | | Public Charity | General Support | 5,000 |
| CLONGOWES WOOD COLLEGE FOUNDATION US 19 CROSS STREET MEDFIELD, MA 02052 | | Public Charity | General Support | 5,000 |
| Total | | | ► 3a | 106,400 |

TY 2011 Investments - Other Schedule

Name: THE MILEY FOUNDATION**EIN:** 20-2007116

| Category / Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|--------------------------------------|------------------------------|-------------------|--------------------------------------|
| Equities at UBS | | 27,884 | 27,884 |
| Fixed Income at UBS | | 60,646 | 60,646 |
| Mutual Funds at UBS | | 525,217 | 525,217 |
| Equities at Pershing | | 44,340 | 44,340 |
| Mutual Funds at Pershing | | 624,196 | 624,196 |
| Exchange-traded products at Pershing | | 854,680 | 854,680 |

TY 2011 Loans from Officers Schedule

Name: THE MILEY FOUNDATION**EIN:** 20-2007116

| | |
|--|--|
| Item No. | 1 |
| Lender's Name | DAVID MILEY |
| Lender's Title | Officer |
| Original Amount of Loan | 500000 |
| Balance Due | 500000 |
| Date of Note | 2006-09 |
| Maturity Date | 2016-09 |
| Repayment Terms | Principal and accrued interest due at maturity date |
| Interest Rate | 0.05210000 |
| Security Provided by Borrower | None |
| Purpose of Loan | Provide Foundation means to increase investment income |
| Description of Lender Consideration | cash |
| Consideration FMV | 500000 |

| | |
|--|--|
| Item No. | 2 |
| Lender's Name | DAVID MILEY |
| Lender's Title | Officer |
| Original Amount of Loan | 300000 |
| Balance Due | 300000 |
| Date of Note | 2007-12 |
| Maturity Date | 2007-12 |
| Repayment Terms | Principal and accrued interest due at maturity date |
| Interest Rate | 0.04720000 |
| Security Provided by Borrower | None |
| Purpose of Loan | Provide Foundation means to increase investment income |
| Description of Lender Consideration | cash |
| Consideration FMV | 300000 |

TY 2011 Other Decreases Schedule

Name: THE MILEY FOUNDATION**EIN:** 20-2007116

| Description | Amount |
|-----------------|--------|
| Unrealized loss | 17,986 |
| Other | 2,818 |

TY 2011 Other Expenses Schedule

Name: THE MILEY FOUNDATION

EIN: 20-2007116

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| Check supplies | 111 | | | 111 |
| Annual report expense | 70 | | | 70 |
| Bank service charges | 15 | | | 15 |

TY 2011 Other Professional Fees Schedule

Name: THE MILEY FOUNDATION**EIN:** 20-2007116

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--|--------|-----------------------|---------------------|---------------------------------------|
| Baker Newman Noyes Form 990-PF | 2,000 | | | |
| UBS Investment Asset Management | 5,100 | 5,100 | | |
| Cantell-Pershing Investment Asset Management | 16,054 | 16,054 | | |

TY 2011 Taxes Schedule

Name: THE MILEY FOUNDATION**EIN:** 20-2007116

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------------------|--------|-----------------------|---------------------|---------------------------------------|
| Foreign taxes paid on investments | 261 | 261 | | |