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

2011

Department of the Treasury
Internal Revenue Service

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 , 2011, and ending

Name of foundation The David B. Miller Family Foundation		A Employer identification number 20-8103224
Number and street (or P.O. box number if mail is not delivered to street address) 3811 Turtle Creek Blvd.	Room/suite 1080	B Telephone number (see the instructions) (214) 599-0800
City or town Dallas	State ZIP code TX 75219	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ 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, column (c), line 16) \$ 87,613.	J Accounting method. ☒ 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 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 (att sch)	3,256,667.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	233.	233.	233.	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	309,076.			
	b Gross sales price for all assets on line 6a	975,355.			
	7 Capital gain net income (from Part IV, line 2)		309,076.		
	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 (loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	3,565,976.	309,309.	233.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	65.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	65.			
	25 Contributions, gifts, grants paid	3,270,773.			3,270,773.
26 Total expenses and disbursements. Add lines 24 and 25	3,270,838.			3,270,773.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	295,138.				
b Net investment income (if negative, enter -0-)		309,309.			
c Adjusted net income (if negative, enter -0-)			233.		

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Part I 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
ASSETS	1 Cash – non-interest-bearing	85,563.	87,613.	87,613.
	2 Savings and temporary cash investments			
	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 instructions)	17,300.	0.	0.
	7 Other notes and loans receivable (attach sch)			
	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)				
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)	102,863.	87,613.	87,613.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	102,863.	87,613.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	102,863.	87,613.		
31 Total liabilities and net assets/fund balances (see instructions)	102,863.	87,613.		

Part II 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	102,863.
2 Enter amount from Part I, line 27a	2	295,138.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	398,001.
5 Decreases not included in line 2 (itemize) FMV in Excess of Tax Basis for Securities Received	5	310,388.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	87,613.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	34,098.782 s Royce Total Return Fund	D	Various	10/19/11
b	18,788.658 s Mutual Shares Fund	D	Various	10/19/11
c	7,678 s Longleaf Small Cap Fund	D	Various	10/19/11
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 413,569.		280,000.	133,569.
b 363,512.		280,000.	83,512.
c 198,274.		106,279.	91,995.
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			133,569.
b			83,512.
c			91,995.
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	309,076.
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 instructions). If (loss), enter -0- in Part I, line 8.		3	0.

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 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 (column (b) divided by column (c))
2010	2,148,904.	197,378.	10.887252
2009	1,972,457.	337,803.	5.839075
2008	1,839,762.	300,699.	6.118284
2007	797,022.	860,072.	0.926692
2006	25,000.	975,000.	0.025641

2 Total of line 1, column (d)	2	23.796944
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	4.759389
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	218,873.
5 Multiply line 4 by line 3	5	1,041,702.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,093.
7 Add lines 5 and 6	7	1,044,795.
8 Enter qualifying distributions from Part XII, line 4	8	3,270,773.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a 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 letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1 3,093.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 3,093.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 3,093.
6 Credits/Payments.		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	
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
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8 0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9 3,093.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10 0.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax Refunded		11

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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.		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX – Texas		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

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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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>David B. Miller</u> Telephone no. <u>(214) 599-0800</u> Located at <u>3811 Turtle Creek Blvd., Suite 1080 Dallas TX</u> ZIP + 4 <u>75219</u>			
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 <u>15</u>			
16	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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u> </u>				X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ <u> </u>	1b	
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	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	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. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 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	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 2011?	4b	X

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Part VII Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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 B. Miller 3700 McFarlin, Dallas, TX 75201	President 1.00	0.	0.	0.
Carolyn Lacy Miller 3700 McFarlin, Dallas, TX 75201	Vice President 1.00	0.	0.	0.
Kyle David Miller 6303 Lakehurst, Dallas, TX 75230	V.P./Treasurer 1.00	0.	0.	0.
Meredith Miller Bebee 6144 Anita, Dallas, TX 75214	V.P./Secretary 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
0				
0				
0				
0				

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 instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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 instructions.	
3	
Total. Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a Average monthly fair market value of securities	1a 0.
b Average of monthly cash balances	1b 222,206.
c Fair market value of all other assets (see instructions)	1c
d Total (add lines 1a, b, and c)	1d 222,206.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2 0.
3 Subtract line 2 from line 1d	3 222,206.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 3,333.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 218,873.
6 Minimum investment return. Enter 5% of line 5	6 10,944.

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

1 Minimum investment return from Part X, line 6	1 10,944.
2a Tax on investment income for 2011 from Part VI, line 5	2a 3,093.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 3,093.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 7,851.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 7,851.
6 Deduction from distributable amount (see instructions)	6
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 7,851.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a 3,270,773.
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 3,270,773.
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 instructions)	5 3,093.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 3,267,680.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,851.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	23,786.			
b From 2007	754,874.			
c From 2008	1,824,953.			
d From 2009	1,955,653.			
e From 2010	2,139,075.			
f Total of lines 3a through e	6,698,341.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 3,270,773.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				7,851.
e Remaining amount distributed out of corpus	3,262,922.			
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	9,961,263.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	23,786.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	9,937,477.			
10 Analysis of line 9:				
a Excess from 2007	754,874.			
b Excess from 2008	1,824,953.			
c Excess from 2009	1,955,653.			
d Excess from 2010	2,139,075.			
e Excess from 2011	3,262,922.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 B. Miller
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
American Red Cross 4800 Harry Hines Blvd. Dallas TX 75235	N/A	Public Charity	Unrestricted use and Further the activities of American Red Cross	10,000.
American Cancer Society 30 Highland Park Village Suite 216 Dallas TX 75205	N/A	Public Charity	Unrestricted use and Further the activities of American Cancer Society	7,500.
Chi Alpha Christian Fellowship P.O. Box 752081 Dallas TX 75275	N/A	Public Charity	Unrestricted use and Further the activities of Chi Alpha Christian Fellowship	10,000.
Child Abuse Prevention Center 4210 Junius St. Dallas TX 75246	N/A	Public Charity	Unrestricted use and Further the activities of Child Abuse Prevention Ctr	2,000.
Clayton Dabney Foundation 8150 N Central Expy Ste 795 Dallas TX 75206	N/A	Public Charity	Unrestricted use and Further the activities of Clayton Dabney FDTN	10,000.
Communities Foundation of Texas 5500 Caruth Haven Lane Dallas TX 75225	N/A	Public Charity	Unrestricted use and Further the activities of Communities Foundation of Texas	10,000.
Community Partners of Dallas 1215 Skiles Street Dallas TX 75204	N/A	Public Charity	Unrestricted use and Further the activities of Comm. Prts of Dallas	1,750.
Cystic Fibrosis Fdtn Headqtrs 6931 Arlington Rd Ste 200 Bethesda MD 20814	N/A	Public Charity	Unrestricted use and Further the activities of Cystic Fibrosis Fdtn Hdqtrs	5,000.
Dallas Can Academy 4621 Ross Avenue Dallas TX 75204	N/A	Public Charity	Unrestricted use and Further the activities of Dallas Can Academy	2,500.
See Line 3a statement				
				3,212,023.
Total			3a	3,270,773.
b Approved for future payment				
Total			3b	

Part XVIII Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	233.	
4 Dividends and interest from securities					
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	309,076.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				309,309.	
13 Total. Add line 12, columns (b), (d), and (e)				13	309,309

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

The David B. Miller Family Foundation

Employer identification number

20-8103224

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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, total 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 total 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 on line H of its Form 990-EZ or on Part I, 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

The David B. Miller Family Foundation

20-8103224

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	David B. Miller 3811 Turtle Creek Blvd, Suite 1080 Dallas TX 75217	\$ 3,256,667.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

The David B. Miller Family Foundation

20-8103224

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	34098.782 s Royce Total Return Fund		
		\$ 418,733.	10/18/11
1	18788.658 s Mutual Shares Fund		
		\$ 356,233.	10/18/11
1	7678.000 s Lomgleaf Small Cap Fund		
		\$ 201,701.	10/18/11
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2011

Name The David B. Miller Family Foundation	Employer Identification Number 20-8103224
--	---

Asset Information:

Description of Property	34,098.782 s Royce Total Return Fund	
Date Acquired	Various	How Acquired: Donated
Date Sold	10/19/11	Name of Buyer:
Sales Price	413,569.	Cost or other basis (do not reduce by depreciation) 280,000.
Sales Expense		Valuation Method: Fair Market Value
Total Gain (Loss)	133,569.	Accumulation Depreciation:
Description of Property	18,788.658 s Mutual Shares Fund	
Date Acquired	Various	How Acquired: Donated
Date Sold	10/19/11	Name of Buyer:
Sales Price	363,512.	Cost or other basis (do not reduce by depreciation) 280,000.
Sales Expense		Valuation Method: Fair Market Value
Total Gain (Loss)	83,512.	Accumulation Depreciation:
Description of Property	7,678 s Longleaf Small Cap Fund	
Date Acquired	Various	How Acquired: Donated
Date Sold	10/19/11	Name of Buyer:
Sales Price	198,274.	Cost or other basis (do not reduce by depreciation) 106,279.
Sales Expense		Valuation Method:
Total Gain (Loss)	91,995.	Accumulation Depreciation:
Description of Property		
Date Acquired		How Acquired:
Date Sold		Name of Buyer:
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method:
Total Gain (Loss)		Accumulation Depreciation
Description of Property		
Date Acquired		How Acquired:
Date Sold		Name of Buyer:
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method:
Total Gain (Loss)		Accumulation Depreciation:
Description of Property		
Date Acquired		How Acquired:
Date Sold		Name of Buyer:
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method:
Total Gain (Loss)		Accumulation Depreciation:
Description of Property		
Date Acquired		How Acquired:
Date Sold		Name of Buyer:
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method:
Total Gain (Loss)		Accumulation Depreciation:
Description of Property		
Date Acquired		How Acquired:
Date Sold		Name of Buyer:
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method:
Total Gain (Loss)		Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	20.			
Bank Charges	45.			
Total	65.			

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Dallas Historical Society 3939 Grand Ave. Dallas TX 75315	N/A	Public Charity	Unrestricted use and further the activities of Dallas Historical Societ	Person or Business ☒ 5,000.
Diabetes Friendly Foundation 4514 Cole Ave, Ste 600 Dallas TX 75205	N/A	Public Charity	Unrestricted use and further the activities of Diabetes Friendly Fdtn	Person or Business ☒ 5,000.
Edith Baker Scholarship NASW 750 First St NE; Ste 700 Washington DC 20002	N/A	Public Charity	Unrestricted use and further the activities of Edith Baker Scholarship	Person or Business ☒ 1,000.
Empower African Children 3333 Lee Parkway Suite 110 Dallas TX 75219	N/A	Public Charity	Unrestricted use and further the activities of Empower African Children	Person or Business ☒ 50,000.
First United Methodist Church Dallas 1928 Ross Avenue Dallas TX 75201	N/A	Public Charity	Unrestricted use and further the activities of First United Methodist C	Person or Business ☒ 348,333.
Genesis Women's Shelter 4411 Lemmon Avenue Suite 201 Dallas TX 75219	N/A	Public Charity	Unrestricted use and further the activities of Genesis Women's Shelter	Person or Business ☒ 35,000.
George W. Bush Foundation 1002 George Bush Drive West College Station TX 75845	N/A	Public Charity	Unrestricted use and further the activities of George W. Bush Foundation	Person or Business ☒ 75,000.
Goodwill Industries Dallas 3020 N. Westmoreland Dallas TX 75212	N/A	Public Charity	Unrestricted use and further the activities of Goodwill Industries Dall	Person or Business ☒ 5,000.
Hendrix College 1600 Washington Ave Conway AR 72032	N/A	Public Charity	Unrestricted use and further the activities of Hendrix College	Person or Business ☒ 25,000.
Highland Park Presbyterian Church Fdtn 3821 University Blvd. Dallas TX 75205	N/A	Public Charity	Unrestricted use and further the activities of Highland Park Presby. Ch	Person or Business ☒ 1,000.
June Jones Foundation P.O. Box 75139 Dallas TX 75275	N/A	Public Charity	Unrestricted use and further the activities of June Jones Foundation	Person or Business ☒ 10,000.
Junior Achievement of Dallas 1201 Executive Drive West Richardson TX 75081	N/A	Public Charity	Unrestricted use and further the activities of Jr Achievement of Dallas	Person or Business ☒ 2,000.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Make a Wish Foundation 6655 Deseo Irving TX 75039	N/A	Public Charity	Unrestricted use and further the activities of Make a Wish Foundation	Person or ☐ Business ☒ 131,690.
Meadows Museum 5900 Bishop Blvd. Dallas TX 75205	N/A	Public Charity	Unrestricted use and further the activities of Meadows Museum	Person or ☐ Business ☒ 5,000.
National Multiple Sclerosis Society 2105 Luna Road, Ste 390 Carrollton TX 75006	N/A	Public Charity	Unrestricted use and further the activities of National MS Society	Person or ☐ Business ☒ 1,000.
Planned Living Assistance Network 13151 Emily Road Dallas TX 75240	N/A	Public Charity	Unrestricted use and further the activities of Planned Living Asst. Net	Person or ☐ Business ☒ 1,000.
SEAL Legacy Foundation 1401 McKinney Street Suite 2222 Houston TX 77010	N/A	Public Charity	Unrestricted use and further the activities of SEAL Legacy Fdtn	Person or ☐ Business ☒ 10,000.
The Senior Source 3910 Harry Hines Blvd. Dallas TX 75219	N/A	Public Charity	Unrestricted use and further the activities of The Senior Source	Person or ☐ Business ☒ 105,500.
Silver Hill United Methodist Church 2038 Silver Hill Loop Mount Holly AR 71758	N/A	Public Charity	Unrestricted use and further the activities of Silver Hill Utd. Methodi	Person or ☐ Business ☒ 10,000.
Smile Train PO Box 96231 Washington DC 20090	N/A	Public Charity	Unrestricted use and further the activities of Smile Train	Person or ☐ Business ☒ 5,000.
SMU Athletics Hall of Fame 1600 Washington Ave Conway AR 72032	N/A	Public Charity	Unrestricted use and further the activities of SMU Athletics Hall of fa	Person or ☐ Business ☒ 15,000.
St. Jude's Research Hospital 262 Danny Thomas Way Memphis TN 38105	N/A	Public Charity	Unrestricted use and further the activities of St. Judes Research Hosp.	Person or ☐ Business ☒ 1,000.
The Achievement Center of Texas 2950 North Shiloh Rd Garland TX 75044	N/A	Public Charity	Unrestricted use and further the activities of Achiev. Ctr of TX	Person or ☐ Business ☒ 2,500.
The Elisa Project 3102 Oak Lawn Ave, Suite 520 Dallas TX 75219	N/A	Public Charity	Unrestricted use and further the activities of The Elisa Project	Person or ☐ Business ☒ 2,500.
The Gathering Place 5310 South Willow Drive Houston TX 77035	N/A	Public Charity	Unrestricted use and further the activities of The Gathering Place	Person or ☐ Business ☒ 1,000.
The Payne Stewart Cup PO Box 750402 Dallas TX 75275	N/A	Public Charity	Unrestricted use and further the activities of The Payne Stewart Cup	Person or ☐ Business ☒ 6,000.
The Stewpot Alliance 408 Park Ave & Young St. Dallas TX 75201	N/A	Public Charity	Unrestricted use and further the activities of The Stewpot Alliance	Person or ☐ Business ☒ 5,000.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>United Way of Metropolitan Dallas</u> <u>1800 North Lamar Street</u> <u>Dallas TX 75202</u>	N/A	Public Charity	<u>Unrestricted use and</u> <u>further the activities of</u> <u>United Way of Metropolit</u>	Person or ☐ Business ☒ 25,000.
<u>Alzheimer's Association</u> <u>4144 North Central Expressway</u> <u>Dallas TX 75204</u>	N/A	Public Charity	<u>Unrestricted use and</u> <u>further the activities of</u> <u>Alzheimers Assoc.</u>	Person or ☐ Business ☒ 2,500.
<u>Brother Bill's Helping Hand</u> <u>3430 Odessa Street</u> <u>Dallas TX 75212</u>	N/A	Public Charity	<u>Unrestricted use and</u> <u>further the activities of</u> <u>Brother Bills Helping Ha</u>	Person or ☐ Business ☒ 20,000.
<u>Crystal Charity Ball</u> <u>30 Highland Park Village Suite 206</u> <u>Dallas TX 75205</u>	N/A	Public Charity	<u>Unrestricted use and</u> <u>further the activities of</u> <u>Crystal Charity Ball</u>	Person or ☐ Business ☒ 25,000.
<u>Salvation Army</u> <u>6500 Harry Hines Blvd</u> <u>Dallas TX 75235</u>	N/A	Public Charity	<u>Unrestricted use and</u> <u>further the activities of</u> <u>Salvation Army</u>	Person or ☐ Business ☒ 110,000.
<u>Southern Methodist University</u> <u>PO Box 750333</u> <u>Dallas TX 75275-0333</u>	N/A	Public Charity	<u>Unrestricted use and</u> <u>further the activities of</u> <u>Southern Methodist Unive</u>	Person or ☐ Business ☒ 2,140,000.
<u>Special Olympics</u> <u>7715 Chevy Chase, Suite 120</u> <u>Austin TX 78752</u>	N/A	Public Charity	<u>Unrestricted use and</u> <u>further the activities of</u> <u>Special Olympics</u>	Person or ☐ Business ☒ 25,000.

Total

3,212,023.