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Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2011Department 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 Jun 1, 2011, and ending May 31, 2012

Name of foundation Richard G. Miller Memorial Foundation		A Employer identification number 54-0852892
Number and street (or P O box number if mail is not delivered to street address) PO Box 1977		B Telephone number (see the instructions) (915) 532-2000
City or town El Paso		C If exemption application is pending, check here ☐
State ZIP code TX 79950-1977		D 1 Foreign organizations, 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 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) \$ 5,538,957.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	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)	10,000.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	441.	441.		
	4 Dividends and interest from securities	128,811.	12,811.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	99,539.			
	b Gross sales price for all assets on line 6a	2,158,639.			
	7 Capital gain net income (from Part IV, line 2)		46,397.		
	8 Net short-term capital gain			0.	
	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	238,791.	59,649.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	38.			
	b Accounting fees (attach sch) L-16b Stmt	6,025.			
	c Other prof fees (attach sch) L-16c Stmt	66,020.	48,050.	17,970.	
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Taxes, Licenses &	2,735.		2,735.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,873.		3,873.	
	22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	5,282.		5,282.		
24 Total operating and administrative expenses. Add lines 13 through 23	83,973.	48,050.	29,860.		
25 Contributions, gifts, grants paid	290,085.			290,085.	
26 Total expenses and disbursements. Add lines 24 and 25	374,058.	48,050.	29,860.	290,085.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-135,267.				
b Net investment income (if negative, enter -0-)		11,599.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		375,839.	58,632.	58,632.
	2	Savings and temporary cash investments		4,877.	262,654.	262,654.
	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)				
	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		2,226.	2,015.	2,015.
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt		5,714,012.	5,632,795.	5,215,656.
	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 l)		6,096,954.	5,956,096.	5,538,957.	
LIABILITIES	17	Accounts payable and accrued expenses		19,030.	5,000.	
	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)		19,030.	5,000.		
FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒					
	24	Unrestricted		5,713,535.	5,583,379.	
	25	Temporarily restricted		364,389.	367,717.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		6,077,924.	5,951,096.	
	31	Total liabilities and net assets/fund balances (see instructions)		6,096,954.	5,956,096.	

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	6,077,924.
2	Enter amount from Part I, line 27a	2	-135,267.
3	Other increases not included in line 2 (itemize) ☒ IRS Tax Refunds	3	9,194.
4	Add lines 1, 2, and 3	4	5,951,851.
5	Decreases not included in line 2 (itemize) ☒ Net Asset Valuation Adjustment	5	755.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,951,096.

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 SPDR TR S&P 500 ETF TRUST	P	03/01/11	08/02/11
b SPDR TR S&P 500 ETF TRUST	P	08/13/09	08/02/11
c VIRTUS FUNDS REAL ESTATE SEC CL A	P	09/24/07	08/04/11
d VIRTUS FUNDS REAL ESTATE SEC CL A	P	12/20/07	08/04/11
e See Columns (a) thru (d)			

(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 159,293.		167,993.	-8,700.
b 180,724.		145,670.	35,054.
c 54,488.		58,226.	-3,738.
d 21,149.		22,600.	-1,451.
e See Columns (e) thru (h)		1,664,610.	78,374.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			-8,700.
b			35,054.
c			-3,738.
d			-1,451.
e See Columns (i) thru (l)	0.	428,924.	25,232.

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	46,397.
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	-23,126.

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	183,762.	5,860,050.	0.031358
2009	146,892.	5,500,278.	0.026706
2008	85,495.	5,763,541.	0.014834
2007			
2006			

2 Total of line 1, column (d)	2	0.072898
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.024299
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,616,215.
5 Multiply line 4 by line 3	5	136,468.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	116.
7 Add lines 5 and 6	7	136,584.
8 Enter qualifying distributions from Part XII, line 4	8	290,085.

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	116.
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	116.
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	116.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,500.	
b Exempt foreign organizations — tax withheld at source	6b	2,015.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,515.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,399.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 400. Refunded	11	2,999.	

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)? <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>		X
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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA - Virginia		
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>	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)? <i>If 'Yes,' complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	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>Lange & Associates, PC</u> Telephone no <u>(817) 335-3800</u> Located at <u>6300 Ridglea Pl, Ste 500 Fort Worth TX</u> ZIP + 4 <u>76116</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 ☐	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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	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 <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-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 ☒ Nob 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

6b

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

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ 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 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
John Birkelbach PO Box 1977 El Paso TX 79950	Trustee 0.50	0.	0.	0.
Mike McCune PO Box 1977 El Paso TX 79950	Trustee 0.50	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 Granting of scholarships and grants given for educational or charitable purposes including scholarships to students in order to promote leadership.	290,085.
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	1 a	4,943,284.
b Average of monthly cash balances	1 b	758,457.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	5,701,741.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	5,701,741.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	85,526.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,616,215.
6 Minimum investment return. Enter 5% of line 5	6	280,811.

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

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	1 a	290,085.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	290,085.
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	116.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	289,969.

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				
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	0.			
b From 2007	0.			
c From 2008	85,495.			
d From 2009	147,500.			
e From 2010	184,500.			
f Total of lines 3a through e	417,495.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 290,085.				
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				
e Remaining amount distributed out of corpus	290,085.			
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	707,580.			
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)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	707,580.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	85,495.			
c Excess from 2009	147,500.			
d Excess from 2010	184,500.			
e Excess from 2011	290,085.			

Part XIV Private Operating Foundations (see 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**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**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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0.	0.	0.	0.	N/A
0.	0.	0.	0.	N/A
290,085.	184,500.	147,500.	85,495.	707,580.
290,085.	184,500.	147,500.	85,495.	707,580.
5,538,957.	6,285,009.	5,742,808.	5,055,754.	22,622,528.

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).)**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**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

Theodore F. Lange

6300 Ridglea Place, Suite 500

Fort Worth TX 76116

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

Request by letter

c Any submission deadlines

None

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

Scholarship, Qualities of leadership

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Challenge Foundation, Inc. 4545 S. University Avenue Englewood CO 80113	None	501c3	Support	80,000.
North American Intl Fraternity Conf Fdn 3901 W. 86th Street Ste 390 Indianapolis IN 46268	None	501c3	Support	104,375.
Child Guidance Center 2701 East Yandell El Paso TX 79903	None	501C3	Support	5,000.
Apendale Retreat Center County Rd 5 Cloudcroft NM 88317	None	501c3	Support	1,000.
Youth with a Mission 4444 Edgar Park Ave El Paso TX 79904	None	501c3	Support	57,000.
The National Boy Scouts of America Foundation 1325 W. Walnut Hill Lane Irving TX 75015	None	501c3	Support	20,000.
Total			3a	267,375.
<i>b Approved for future payment</i>				
Texas Tech University 2500 Broadway Lubbock TX 79401	None	Univ	Education	2,500.
University of Texas Box 7758, University Station Austin TX 78712	None	Univ	Education	2,710.
See Line 3b statement				17,500.
Total			3b	22,710.

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

Richard G. Miller Memorial Foundation

Employer identification number

54-0852892

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

Richard G. Miller Memorial Foundation

54-0852892

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	Philip F. Schoch Trust PO Box 94651 Cleveland OH 44101	\$ 10,000.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name Richard G. Miller Memorial Foundation	Employer Identification Number 54-0852892
--	---

Asset Information:

Description of Property	<u>Publicly Trade Securities</u>
Date Acquired <u>various</u>	How Acquired <u>Purchased</u>
Date Sold <u>various</u>	Name of Buyer <u>Market</u>
Sales Price <u>2,158,639.</u>	Cost or other basis (do not reduce by depreciation) <u>2,059,100.</u>
Sales Expense _____	Valuation Method _____
Total Gain (Loss) <u>99,539.</u>	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 _____

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 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Service Charges	19.		19.	
Contract Labor	5,000.		5,000.	
Office Expenses	263.		263.	
Total	<u>5,282.</u>		<u>5,282.</u>	

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(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)
VIRTUS FUNDS REAL ESTATE SEC CL A	P	02/13/08	08/04/11
ISHARES RUSSELL 2000 INDEX	P	03/31/11	08/04/11
ISHARES RUSSELL 2000 INDEX	P	08/13/09	08/04/11
AMEX SPDR TECHNOLOGY SELECT INDEX	P	09/30/09	08/08/11
AMEX SPDR INDUSTRIAL SELECT INDEX	P	11/23/09	08/08/11
AFLAC INC	P	10/25/10	08/12/11
AFLAC INC	P	10/25/10	08/12/11
UNITED STATES NATURAL GAS FUND	P	05/28/09	02/22/12
MANNING & NAPIER PRO BLEND MAX TERM SERIES	P	01/29/10	03/05/12
MFS UTILS FD CL A	P	Various	04/18/12
MFS UTILS FD CL A	P	Various	04/18/12
MFS UTILS FD CL A	P	Various	04/18/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
321,448.		343,541.	-22,093.
112,050.		125,864.	-13,814.
195,239.		150,029.	45,210.
171,774.		150,940.	20,834.
220,826.		199,647.	21,179.
3,767.		5,551.	-1,784.
109,647.		161,617.	-51,970.
10.		59.	-49.
179,299.		151,580.	27,719.
5,193.		5,151.	42.
8,749.		7,653.	1,096.
414,982.		362,978.	52,004.
Total		<u>1,664,610.</u>	<u>78,374.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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))
			-22,093.
			-13,814.
			45,210.
			20,834.
			21,179.
			-1,784.
			-51,970.
			-49.
			27,719.
5,193.	0.	5,193.	0.
8,749.	0.	8,749.	0.
414,982.	0.	414,982.	0.
Total	0.	428,924.	25,232.

Form 990-PF, Page 10, Part XV, line 3b

Line 3b 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
b <i>Approved for future payment</i> <u>University of Illinois</u> <u>901 W. Illinois St</u> <u>Urbana IL 61801</u>				Person or ☐ Business ☐
<u>Vanderbilt University</u> <u>2201 West End Ave</u> <u>Nashville TN 37235</u>	None	Univ	Education	7,500.
				Person or ☐ Business ☒
	None	Univ	Education	10,000.

Total

17,500.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Mounce, Green, Myers	Legal	38.			

Form 990-PF, Page 1, Part I

Continued

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		<u>38.</u>			

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lange & Associates,	Tax & Accounting	6,025.			
Total		<u>6,025.</u>			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ted Lange	Management	17,970.			
Ruben E. Guerra Comp	Investment	48,050.			
Total		<u>66,020.</u>			

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
AMEX SPDR Consumer Staples Index 8000 shs	256,042.	270,240.
AMEX SPDR Financial Select Sector Fund 10000 shs	153,915.	140,100.
AMEX SPDR Technology Select Index 8000 shs	196,975.	223,440.
Ishares Barclays Tips Bond Fund 3000 shs	308,096.	363,930.
Ishares Dow Jones US Transport IDX Fund 2500 shs	239,059.	228,100.
Ishares MSCI Emerging MKTS 7000 shs	277,911.	263,900.
Ishares Russell 2000 IDX Fund 5000 shs	382,912.	380,550.
Powershares QQQ 5000 shs	334,765.	310,300.
SPDR TR S&P 500 ETF Trust 4000 shs	507,512.	525,880.
United States Nat Gas Fund ETF 843 shs	100,303.	14,154.
Nuveen Credit Strategies Income Fund Com 20000 shs	258,902.	180,000.
Nuveen Float Rate Income Fund 10000 shs	128,750.	113,800.
Nuveen Quality Pfd Income II Cl End Fund 10000 shs	135,620.	86,300.
Nuveen Tax Adv Float Rte Fd Cl End 17647 shs	224,935.	45,706.
Telefonica De Espana 6000 shs	159,814.	66,420.
Aston Fairpointe Mid Cap 8883 shs	253,659.	262,034.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Franklin Custodian FDS Inc 131004 shs	300,000.	272,489.
Invesco Convt Sec 13999 shs	300,000.	271,582.
Manning & Napier Pro Blend Maximum Term Series 10801 shs	151,580.	167,418.
Rydex/S&P Funds S&P Midcap 400 Pure Growth 8912 shs	350,000.	369,252.
Virtus Funds Real Estate Sec Cl A 14235 shs	427,045.	467,340.
Wells Fargo ADVT FDS Growth Inv Class 5182 shs	185,000.	192,721.
Total	<u>5,632,795.</u>	<u>5,215,656.</u>

SHARES	SECURITY	PURCHASE		SALES		Short	Long
		DATE	COST	DATE	PROCEEDS		
1265	SPDR TR S&P 500 ETF Trust	3/31/2011	\$ 167,993 09	8/2/2011	\$ 159,292 84	\$ (8,700 25)	\$ -
1435	SPDR TR S&P 500 ETF Trust	8/13/2009	\$ 145,669 95	8/2/2011	\$ 180,723 90	\$ -	\$ 35,053 95
1940 466	Virtus Funds Real Estate Sec CL A	9/24/2007	\$ 58,225 92	8/4/2011	\$ 54,488 29	\$ -	\$ (3,737 63)
753 168	Virtus Funds Real Estate Sec CL A	12/20/2007	\$ 22,599 68	8/4/2011	\$ 21,148 96	\$ -	\$ (1,450 72)
11447 564	Virtus Funds Real Estate Sec CL A	2/13/2008	\$ 343,541 40	8/4/2011	\$ 321,447 60	\$ -	\$ (22,093 80)
1495	iShares Russell 2000 Index	3/31/2011	\$ 125,863 95	8/4/2011	\$ 112,050 25	\$ (13,813 70)	\$ -
2605	iShares Russell 2000 Index	8/13/2009	\$ 150,029 13	8/4/2011	\$ 195,239 01	\$ -	\$ 45,209 88
7256	AMEX SPDR Technology Select Index	9/30/2009	\$ 150,939 80	8/8/2011	\$ 171,774 03	\$ -	\$ 20,834 23
7181	AMEX SPDR Industrial Select Index	11/23/2009	\$ 199,646 80	8/8/2011	\$ 220,825 94	\$ -	\$ 21,179 14
100	AFLAC Inc	10/25/2010	\$ 5,551 51	8/12/2011	\$ 3,767 02	\$ (1,784 49)	\$ -
2900	AFLAC Inc	10/25/2010	\$ 161,617 00	8/12/2011	\$ 109,646 89	\$ (51,970 11)	\$ -
10801 158	Manning & Napier Pro Blend Max Term Series	1/29/2010	\$ 151,580 46	3/5/2012	\$ 179,299 22	\$ -	\$ 27,718 76
298 806	MFS UTILS FD CL A	Various	\$ 5,150 60	4/18/2012	\$ 5,193 25	\$ 42 65	\$ -
503 42	MFS UTILS FD CL A	Various	\$ 7,653 00	4/18/2012	\$ 8,749 44	\$ 1,096 44	\$ -
23877 009	MFS UTILS FD CL A	Various	\$ 362,978 60	4/18/2012	\$ 414,982 41	\$ -	\$ 52,003 81
0 5	United States Natural Gas	5/28/2009	\$ 59 49	2/22/2012	\$ 10 39	\$ -	\$ (49 10)
	Totals		\$ 2,058,100 38		\$ 2,158,639 43	\$ (75,129 46)	\$ 174,668 51
	Grand Total						\$ 99,539 05