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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning

07/01, 2011, and ending

06/30, 2012

Name of foundation <b>DOREEN DOWNS MILLER FOUNDATION INC</b>		<b>A Employer identification number</b> 74-3116739
Number and street (or P O box number if mail is not delivered to street address)  105 ROCKAWAY AVENUE		<b>B Telephone number (see instructions)</b> (516) 625-6824
City or town, state, and ZIP code  GARDEN CITY, NY 11530		
<b>G Check all that apply</b>	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	<b>C</b> If exemption application is pending check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 6,267,794.		<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .	57,583.	57,583.		ATCH 1
	4 Dividends and interest from securities . . . . .	44,822.	44,822.		ATCH 2
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	482,190.			
	b Gross sales price for all assets on line 6a . . . . .	1,080,472.			
	7 Capital gain net income (from Part IV, line 2) . . . . .		482,190.		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .	97,135.	97,135.		ATCH 3	
12 Total. Add lines 1 through 11 . . . . .	681,730.	681,730.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc. . . . .	0			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .	12,551.	12,551.		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	3,993.	3,993.		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) ATCH 6 . . . . .	28,869.	28,869.		
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	45,413.	45,413.		
	25 Contributions, gifts, grants paid . . . . .	606,099.			606,099.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	651,512.	45,413.		606,099.	
27 Subtract line 26 from line 12 . . . . .	30,218.				
a Excess of revenue over expenses and disbursements . . . . .		636,317.			
b Net investment income (if negative, enter -0-) . . . . .					
c Adjusted net income (if negative, enter -0-) . . . . .					

For Paperwork Reduction Act Notice, see instructions.

\*ATCH 4 JSA \*\* ATCH 5

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	27,008.	17,461.	17,461.
	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 schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . . . . .	1,838,877.	1,819,946.	2,040,559.
	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) . . . . .	4,151,078.	4,209,774.	4,209,774.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	6,016,963.	6,047,181.	6,267,794.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	6,016,963.	6,047,181.	
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	6,016,963.	6,047,181.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	6,016,963.	6,047,181.	

**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	6,016,963.
2 Enter amount from Part I, line 27a . . . . .	2	30,218.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	6,047,181.
5 Decreases not included in line 2 (itemize) ▶	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	6,047,181.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	482,190.	
<b>3</b> 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			<b>3</b>	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 (col. (b) divided by col. (c))
2010	710,874.	6,571,428.	0.108176
2009	471,250.	6,040,197.	0.078019
2008	732,045.	5,902,089.	0.124032
2007	597,950.	7,511,411.	0.079606
2006	584,205.	7,173,571.	0.081439
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.471272
<b>3</b> 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			<b>3</b> 0.094254
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 6,139,838.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 578,704.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 6,363.
<b>7</b> Add lines 5 and 6			<b>7</b> 585,067.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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			<b>8</b> 606,099.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		1	6,363.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	6,363.
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	6,363.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	2,800.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	2,800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	3,563.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . 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		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . 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
4a 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? . . . . .		X
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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, _____		
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?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>TRUE PARTNERS CONSULTING</b> Telephone no <b>631-777-6300</b> Located at <b>145 PINELAWN ROAD, SUITE 350 NORTH, MELVILLE, NY</b> ZIP + 4 <b>11747</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year		15		
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				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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ☒ 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)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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
ATTACHMENT 7		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				

Total number of other employees paid over \$50,000 ☐

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**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 . . . . .** ▶

## 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	N/A	
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	N/A	
2		
All other program-related investments See instructions		
3	NONE	
<b>Total.</b> 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	6,192,774.
b	Average of monthly cash balances	1b	40,564.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,233,338.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,233,338.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,500.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,139,838.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	306,992.

**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	306,992.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,363.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,363.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	300,629.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	300,629.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	300,629.

**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	606,099.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	606,099.
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	6,363.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	599,736.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				300,629.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . . 231,169.				
b From 2007 . . . . . 231,321.				
c From 2008 . . . . . 437,430.				
d From 2009 . . . . . 170,336.				
e From 2010 . . . . . 385,045.				
f Total of lines 3a through e . . . . .	1,455,301.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 606,099.				
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 . . . . .				300,629.
e Remaining amount distributed out of corpus . . . . .	305,470.			
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	1,760,771.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				
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) . . . . .	231,169.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	1,529,602.			
10 Analysis of line 9				
a Excess from 2007 . . . . . 231,321.				
b Excess from 2008 . . . . . 437,430.				
c Excess from 2009 . . . . . 170,336.				
d Excess from 2010 . . . . . 385,045.				
e Excess from 2011 . . . . . 305,470.				

Form 990-PF (2011)

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

NOT APPLICABLE

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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) )

NONE

**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

ATTACHMENT 8

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

ANY FORMS

**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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year SEE ATTACHED				606,099.
<b>Total</b> . . . . .			▶ <b>3a</b>	606,099.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			▶ <b>3b</b>	

## 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) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments			14	57,583.	
4	Dividends and interest from securities . . . . .			14	44,822.	
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 . . . . .			14	97,135.	
8	Gain or (loss) from sales of assets other than inventory			14	482,190.	
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) . . . . .				681,730.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				681,730.	681,730.

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
▼	

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

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |              |    |
|          | (1) Cash   | <b>1a(1)</b> | X  |
|          | (2) Other assets   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions   |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |    |

[illegible]

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

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

Signature of officer or trustee

12/6/12

preparer has any knowledge

► President

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

---

Print/Type preparer's name

John V AKSAK

Preparer's signature

J. V. Allen

Date	
------	--

11-8-12

Check <input type="checkbox"/> if
self-employed

PTIN
------

P00531050

Firm's name ▶ TRUE PARTNERS CONSULTING LLC

Firm's EIN ► 20-3795985

Firm's address ► 145 PINELAWN ROAD, SUITE 350 NORTH  
MELVILLE, NY

11747

Phone no 631-777-6300

Form **990-PF** (2011)

**DOREEN DOWNS MILLER FOUNDATION INC**

EIN 74-3116739

7/1/2011 - 6/30/2012

**Part XV, Line 3a. Grants and Contributions Paid During the Year**

<b><u>DONEE</u></b>	<b><u>AMOUNT</u></b>
<b>Adelphi University</b> 1 South Avenue PO Box 701 Garden City, NY 11530	\$ 105,000.00
<b>Alliance for Childhood</b> PO Box 444 College Park, MD 20741	\$ 50,000.00
<b>ASPCA</b> 424 E 92nd Street New, York, NY 10128-6804	\$ 1,500.00
<b>AWSNA</b> 337 Oak Grove Street Minneapolis, MN 55403	\$ 2,500.00
<b>California Parenting Institute</b> 3650 Standish Avenue Santa Rosa, CA 95407	\$ 250,000.00
<b>Campaign for Commercial Free Childhood</b> Non Profit Center 89 South Street, #404 Boston, MA 02111	\$ 8,500.00
<b>Child Care Council of Nassau, Inc.</b> 925 Hempstead Turnpike Franklin Square, NY 11010	\$ 2,500.00
<b>Citizens Committee for Children</b> 105 East 22 Street New York, NY 10010	\$ 2,500.00
<b>Classical Action</b> 165 West 46th Street, Suite 1308 New York, NY 10036	\$ 1,750.00
<b>Doctors Without Borders</b> 333 West 7th Avenue, 2nd Floor New York, NY 20001-5004	\$ 1,500.00
<b>Early Years Institute</b> One Dupont Street	\$ 5,000.00

**DOREEN DOWNS MILLER FOUNDATION INC**

EIN 74-3116739

7/1/2011 - 6/30/2012

**Part XV, Line 3a. Grants and Contributions Paid During the Year**

<b><u>DONEE</u></b>	<b><u>AMOUNT</u></b>
Suite 101 Plainview, NY 11803	
<b>Falmouth Academy Inc.</b> 7 Highfield Drive Falmouth, MA 02540	\$ 25,000.00
<b>Friends Academy</b> 270 Duck Pond Road Locust Valley, NY 11560	\$ 1,500.00
<b>Friends of the High Line Inc.</b> 529 West 20th Street, Suite 8W New York, NY 10011	\$ 200.00
<b>Garrison Institute</b> PO Box 532 Garrison, NY 10524	\$ 1,500.00
<b>GN/MCCCP Inc</b> 3 Street Paul's Place Great Neck, NY 11021	\$ 1,500.00
<b>IANDS</b> 2741 Campus Walk Avenue, Building 500 Durham, NC 27705-8878	\$ 1,250.00
<b>Jane Goodall Institute</b> 4245 North Fairfax Drive, Suite 600 Arlington, VA 22203	\$ 500.00
<b>Long Island Fund for Women &amp; Girls</b> 1740 Old Jericho Turnpike Jericho, NY 11753	\$ 8,250.00
<b>March of Dimes</b> 1275 Mamaroneck Avenue White Plains, NY 10605	\$ 500.00
<b>Middle County Library Foundation</b> 101 Eastwood Boulevard Centereach, NY 11720	\$ 5,000.00
<b>National Association of Mother's Centers</b>	\$ 15,000.00



**DOREEN DOWNS MILLER FOUNDATION INC**

EIN 74-3116739

7/1/2011 - 6/30/2012

**Part XV, Line 3a. Grants and Contributions Paid During the Year**

<b><u>DONEE</u></b>	<b><u>AMOUNT</u></b>
1740 Old Jericho Turnpike Jericho, NY 11753	
<b>New York Public Radio</b> PO Box 1550 New York, NY 10116-1550	\$ 10,000.00
<b>NY Zero To Three Network</b> 331 West 57th Street - #166 New York, NY 10019	\$ 6,000.00
<b>NYU</b> 50 West 4th Street New York, NY 10012	\$ 6,500.00
<b>NYU Langone Medical Center</b> 550 First Avenue New York, NY 10016	\$ 1,000.00
<b>The Nature Conservancy</b> 4245 North Fairfax Drive #100 Arlington, VA 22203	\$ 500.00
<b>Thirteen</b> 450 West 33rd Street New York, NY 10001	\$ 2,500.00
<b>Trustees of the University of Pennsylvania</b> 3451 Walnut Street Philadelphia, PA 19104	\$ 9,425.00
<b>United Way of Long Island</b> 819 Grand Boulevard Deer Park, NY 11729	\$ 16,000.00
<b>Washington University St. Louis</b> One Brookings Drive St Louis, Missouri 63130-4899	\$ 50,000.00
<b>Women's Fund of Long Island</b> 1740 Old Jericho Turnpike Jericho, NY 11753	\$ 11,099.00
<b>World Wildlife Fund</b>	\$ 2,125.00

**DOREEN DOWNS MILLER FOUNDATION INC**

EIN: 74-3116739

7/1/2011 - 6/30/2012

**Part XV, Line 3a. Grants and Contributions Paid During the Year**

**DONEE**

**AMOUNT**

1250 Twenty-Fourth Street, NW  
PO Box 97180  
Washington, DC 20100-7180

**TOTAL 2011-2012 CONTRIBUTIONS**

**\$ 606,099.00**

**\*\*All contributions were made to aid and assist the various donees in the function for which they have been granted tax exempt status.**

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					6,157.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-27,646.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					9,327.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					127,582.	
181,399.		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES 193,000.				P	VAR	VAR
							-11,601.	
783,653.		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES 405,282.				P	VAR	VAR
							378,371.	
TOTAL GAIN(LOSS) .....		.....					<u>482,190.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN # 739199129	4.	4.
K-1 - JP MORGAN GLOBAL ACCESS PORTFOLIOS	1,089.	1,089.
JP MORGAN # A32109000	32,473.	32,473.
JP MORGAN # W33960001	19,708.	19,708.
JP MORGAN # A46848007	4,309.	4,309.
TOTAL	57,583.	57,583.

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1 - JP MORGAN GLOBAL ACCESS PORTFOLIOS	44,822.	44,822.
TOTAL	<u>44,822.</u>	<u>44,822.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 - JP MORGAN GLOBAL ACCESS PORTFOLIOS	97,135.	97,135.
TOTALS	<u>97,135.</u>	<u>97,135.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN # A32109000	7,220.	7,220.
JP MORGAN # 739199129	600.	600.
K-1 JP MORGAN GLOBAL ACCESS	4,731.	4,731.
TOTALS	<u>12,551.</u>	<u>12,551.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1 JP MORGAN GLOBAL - FOREIGN	1,049.	1,049.
JP MORGAN # 739199129	2,944.	2,944.
TOTALS	<u>3,993.</u>	<u>3,993.</u>



ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 JP MORGAN GLOBAL ACCESS	28,430.	28,430.
JP MORGAN # 739199129	189.	189.
NYS FILING FEES	250.	250.
TOTALS	28,869.	28,869.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DOREEN D MILLER 105 ROCKAWAY AVENUE GARDEN CITY, NY 11530	DIRECTOR, PRESIDENT, TREASURER	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 8

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DOREEN MILLER  
105 ROCKAWAY AVENUE  
GARDEN CITY, NY 11530

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

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

OMB No 1545-0092

**2011**

Name of estate or trust

DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b> SHORT-TERM CAPITAL GAIN DIVIDENDS					6,157.
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					<b>1b</b> -11,601.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>3</b> -27,646.
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>4</b> ( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ►					<b>5</b> -33,090.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					9,327.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					<b>6b</b> 378,371.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>8</b> 127,582.
<b>9</b> Capital gain distributions . . . . .					<b>9</b>
<b>10</b> Gain from Form 4797, Part I . . . . .					<b>10</b>
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>11</b> ( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ►					<b>12</b> 515,280.

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

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution:</b> Read the instructions <i>before</i> completing this part.				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-33,090.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		515,280.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		482,190.

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

<b>Part IV Capital Loss Limitation</b>	
<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of a The loss on line 15, column (3) or b \$3,000 . . . . .
<b>16</b>	( )

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

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
<b>Form 1041 filers.</b> Complete this part <b>only</b> if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
<b>Caution:</b> Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
<b>Form 990-T trusts.</b> Complete this part <b>only</b> if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . .	<b>17</b>	
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>	

Schedule D (Form 1041) 2011

Department of the Treasury  
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

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

[illegible]

<b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . .	-11,601.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

## 6 a

[illegible]

## DOREEN DOWNS MILLER FOUNDATION INC

Form 990-PF

7/1/2011 - 6/30/2012

**SHORT TERM**

# OF SHS	SECURITY DESCRIPTIONS	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN/(LOSS)
892 132	RIDGEWORTH FDS SEIX FLRT HI I	VAR	8/8/2011	\$ 7,824 00	\$ 8,073 79	\$ (249 79)
838 378	RIDGEWORTH FDS SEIX FLRT HI I	VAR	8/9/2011	\$ 7 268 74	\$ 7,587 32	\$ (318 58)
828 729	RIDGEWORTH FDS SEIX FLRT HI I	VAR	8/12/2011	\$ 7,060 77	\$ 7,500 00	\$ (439 23)
854 157	EATON VANCE MUT FDS TR FLT RT CL I	VAR	8/17/2011	\$ 7,397 00	\$ 7,610 54	\$ (213 54)
752 863	ROWE T PRICE INSTL INCOME FD FLTG	VAR	8/17/2011	\$ 7,363 00	\$ 7,837 30	\$ (474 30)
840 867	RIDGEWORTH FDS SEIX FLRT HI I	VAR	8/18/2011	\$ 7,181 00	\$ 7,489 91	\$ (308 91)
1,889 168	PIMCO EMERGING LOCAL BOND FUND - P	VAR	9/21/2011	\$ 19,534 00	\$ 20,501 83	\$ (967 83)
708 040	DRIEHAUS MUT FDS ACTIVE INCOME	VAR	10/4/2011	\$ 7,045 00	\$ 7,965 45	\$ (920 45)
696 356	DRIEHAUS MUT FDS ACTIVE INCOME	VAR	10/5/2011	\$ 6 880 00	\$ 7,834 01	\$ (954 01)
701 931	DRIEHAUS MUT FDS ACTIVE INCOME	VAR	10/6/2011	\$ 6,907 00	\$ 7,896 72	\$ (989 72)
703 636	DRIEHAUS MUT FDS ACTIVE INCOME	VAR	10/7/2011	\$ 6,966 00	\$ 7,915 91	\$ (949 91)
296 792	DRIEHAUS MUT FDS ACTIVE INCOME	VAR	10/11/2011	\$ 2,929 34	\$ 3,338 91	\$ (409 57)
396 896	CALAMOS INV TR NEW CONV FD INST	VAR	10/19/2011	\$ 7 033 00	\$ 7,453 70	\$ (420 70)
546 479	MATTHEWS ASIA DIVIDEND INSTITUTIONAL	VAR	10/19/2011	\$ 6,984 00	\$ 7,749 16	\$ (765 16)
1,424 646	EATON VANCE MUT FDS TR GLOBAL MAC	VAR	10/19/2011	\$ 14,104 00	\$ 14,673 85	\$ (569 85)
91 451	JPM STR INC OPP FD JP MORGAN CHASE	VAR	11/9/2011	\$ 1,059 00	\$ 1,093 75	\$ (34 75)
188 265	JPM HIGH YIELD FD - SEL JP MORGAN CH	VAR	11/9/2011	\$ 1,476 00	\$ 1,524 95	\$ (48 95)
124 364	JPM SHORT DURATION BOND FD - SEL JP	VAR	11/9/2011	\$ 1,368 00	\$ 1,366 76	\$ 1 24
234 965	JPM TR I MLT SC INC - SEL JP MORGAN CH	VAR	11/9/2011	\$ 2,352 00	\$ 2,363 75	\$ (11 75)
211 705	HARBOR HIGH YIELD BOND FUND - INS	VAR	11/9/2011	\$ 2,297 00	\$ 2,358 39	\$ (61 39)
56 421	HARBOR CONVERTIBLE SEC FD-IS	VAR	11/9/2011	\$ 536 00	\$ 558 00	\$ (22 00)
113 774	PIMCO EMERGING LOCAL BOND FUND - P	VAR	11/9/2011	\$ 1,206 00	\$ 1,225 35	\$ (19 35)
33 624	CALAMOS INV TR NEW CONV FD INST	VAR	11/9/2011	\$ 618 00	\$ 631 46	\$ (13 46)
105 625	SIT MUT FDS INC DIVIDEND GRWTH	VAR	11/9/2011	\$ 1,427 00	\$ 1,412 21	\$ 14 79
161 186	DOUBLELINE FDS TR TTL RTN BD I	VAR	11/9/2011	\$ 1,794 00	\$ 1,803 67	\$ (9 67)
268 427	RIDGEWORTH FDS SEIX FLRT HI I	VAR	11/9/2011	\$ 2,338 00	\$ 2,383 63	\$ (45 63)
108 716	GATEWAY FUND - Y	VAR	11/9/2011	\$ 2,844 00	\$ 2,852 71	\$ (8 71)
97 740	EATON VANCE MUT FDS TR FLT RT CL I	VAR	11/9/2011	\$ 865 00	\$ 870 86	\$ (5 86)
225 729	EATON VANCE MUT FDS TR GLOBAL MAC	VAR	11/9/2011	\$ 2,246 00	\$ 2,325 01	\$ (79 01)
92 408	T ROWE PRICE INSTL INCOME FDS FLTG	VAR	11/9/2011	\$ 925 00	\$ 961 97	\$ (36 97)
98 923	BLACKROCK HIGH YIELD BOND	VAR	11/9/2011	\$ 735 00	\$ 753 79	\$ (18 79)
96 027	COHEN & STEERS PREFERRED SECURITIES	VAR	11/9/2011	\$ 1,136 00	\$ 1,202 26	\$ (66 26)
87 308	MATTHEWS ASIA DIVIDEND INSTITUTIONAL	VAR	11/9/2011	\$ 1,135 00	\$ 1,238 04	\$ (103 04)
895 495	JPM HIGH YIELD FD - SEL JP MORGAN CH	VAR	11/16/2011	\$ 6,958 00	\$ 7 253 51	\$ (295 51)
521 931	SIT MUT FDS INC DIVIDEND GRWTH	VAR	11/16/2011	\$ 6,973 00	\$ 6,967 82	\$ 5 18
704 593	MATTHEWS ASIA DIVIDEND INSTITUTIONAL	VAR	11/22/2011	\$ 8,744 00	\$ 9,991 24	\$ (1,247 24)
61 058	JPM STR INC OPP FD JP MORGAN CHASE	VAR	12/7/2011	\$ 704 00	\$ 730 25	\$ (26 25)
82 605	JPM SHORT DURATION BOND FD - SEL JP	VAR	12/7/2011	\$ 907 00	\$ 907 83	\$ (0 83)
145 308	JPM TR I MLT SC INC - SEL JP MORGAN CH	VAR	12/7/2011	\$ 1 440 00	\$ 1,461 80	\$ (21 80)
38 100	HARBOR CONVERTIBLE SEC FD-IS	VAR	12/7/2011	\$ 357 00	\$ 376 81	\$ (19 81)
63 398	SIT MUT FDS INC DIVIDEND GRWTH	VAR	12/7/2011	\$ 847 00	\$ 840 02	\$ 6 98
148 419	DOUBLELINE FDS TR TTL RTN BD I	VAR	12/7/2011	\$ 1,643 00	\$ 1,660 81	\$ (17 81)
70 282	GATEWAY FUND - Y	VAR	12/7/2011	\$ 1,847 00	\$ 1,844 20	\$ 2 80
71 156	T ROWE PRICE INSTL INCOME FDS FLTG	VAR	12/7/2011	\$ 708 00	\$ 740 73	\$ (32 73)
72 456	BLACKROCK HIGH YIELD BOND	VAR	12/7/2011	\$ 534 00	\$ 552 11	\$ (18 11)
75 472	COHEN & STEERS PREFERRED SECURITIES	VAR	12/7/2011	\$ 880 00	\$ 944 91	\$ (64 91)
272 164	CALAMOS INV TR NEW CONV FD INST	VAR	12/15/2011	\$ -	\$ 97 08	\$ (97 08)
3,592 086	EATON VANCE MUT FDS TR FLT RT CL I	VAR	4/16/2012	\$ 22 99	\$ -	\$ 22 99
2,600 738	PIMCO EMERGING LOCAL BOND FUND - P	VAR	5/15/2012		\$ 275 82	\$ (275 82)
				<b>\$ 181,398 84</b>	<b>\$ 192,999 90</b>	<b>\$ (11,601 06)</b>

**LONG TERM**

# OF SHS	SECURITY DESCRIPTIONS	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN/(LOSS)
85 659	JPM HIGH YIELD FD - SEL JP MORGAN CH	VAR	12/7/2011	\$ 663 00	\$ 693 84	\$ (30 84)
127 062	HARBOR HIGH YIELD BOND FUND - INS	VAR	12/7/2011	\$ 1 371 00	\$ 1 415 47	\$ (44 47)
87 911	PIMCO EMERGING LOCAL BOND FUND - P	VAR	12/7/2011	\$ 909 00	\$ 946 80	\$ (37 80)
18 303	CALAMOS INV TR NEW CONV FD INST	VAR	12/7/2011	\$ 330 00	\$ 343 73	\$ (13 73)
205 087	RIDGEWORTH FDS SEIX FLRT HI I	VAR	12/7/2011	\$ 1 774 00	\$ 1 821 17	\$ (47 17)
25 556	MATTHEWS ASIA DIVIDEND INSTITUTIONAL	VAR	12/7/2011	\$ 322 00	\$ 362 39	\$ (40 39)
75 795	EATON VANCE MUT FDS TR FLT RT CL I	VAR	12/7/2011	\$ 667 00	\$ 675 33	\$ (8 33)
138 765	EATON VANCE MUT FDS TR GLOBAL MAC	VAR	12/7/2011	\$ 1,371 00	\$ 1,429 28	\$ (58 28)
869 082	JPM HIGH YIELD FD - SEL JP MORGAN CH	VAR	12/15/2011	\$ 6 718 00	\$ 7,039 56	\$ (321 56)
1,212 839	PIMCO EMERGING LOCAL BOND FUND - P	VAR	12/15/2011	\$ 12,092 00	\$ 13,062 27	\$ (970 27)
272 164	CALAMOS INV TR NEW CONV FD INST	VAR	12/15/2011	\$ 4 703 00	\$ 5,005 72	\$ (302 72)
218 939	MATTHEWS ASIA DIVIDEND INSTITUTIONAL	VAR	12/15/2011	\$ 2 682 00	\$ 3,104 59	\$ (422 59)
3,000 000	MEDTRONIC INC	VAR	12/30/2011	\$ 113,480 88	\$ 1,020 00	\$ 112,460 88
402 109	CALAMOS INV TR NEW CONV FD INST	VAR	2/21/2012	\$ 6 868 02	\$ 7,503 36	\$ (635 34)
3 000 000	MEDTRONIC INC	VAR	2/14/2012	\$ 119,727 81	\$ 1,020 00	\$ 118,707 81
1 050 227	RIDGEWORTH FDS SEIX FLRT HI I	VAR	3/15/2012	\$ 9,263 00	\$ 9,326 02	\$ (63 02)
3 000 000	MEDTRONIC INC	VAR	3/29/2012	\$ 119,757 84	\$ 1 020 00	\$ 118 737 84
2 446 206	RIDGEWORTH FDS SEIX FLRT HI I	VAR	4/16/2012	\$ 21 600 00	\$ 21 722 31	\$ (122 31)
3 592 086	EATON VANCE MUT FDS TR FLT RT CL I	VAR	4/16/2012	\$ 32,305 78	\$ 32,014 77	\$ 291 01
2 600 738	PIMCO EMERGING LOCAL BOND FUND - P	VAR	5/15/2012	\$ 27 047 68	\$ 27 337 93	\$ (290 25)
17 626 322	JPM ACC GRWTH FED- SEL JP MORGAN CH	VAR	7/28/2011	\$ 300,000 00	\$ 268 417 00	\$ 31,583 00
				<b>\$ 783,663 01</b>	<b>\$ 405,281 54</b>	<b>\$ 378,371 47</b>

**\$ 965,051 85      \$ 598,281 44      \$ 366,770 41**



**DOREEN DOWNS MILLER FOUNDATION INC**  
Form 990-PF  
7/1/2011 - 6/30/2012

**INVESTMENTS - CORPORATE**

<u>ACCT</u>	<u>SECURITY DESCRIPTIONS</u>	<u># OF SHS</u>	<u>FMV</u>	<u>COST BASIS</u>
A46848007	GLOBAL ACCESS GROWTH TE LLC	131 518 210	\$ 131,518 21	\$ 131,518 21
A46848007	JPMORGAN ACCESS GROWTH FUND	22,995 116	\$ 353 434 93	\$ 346,766 35
W33960001	Medtronic Inc	13,098 000	\$ 507,285 54	\$ 288,676 00
W33960001	Merck and Co Inc	730 000	\$ 30,477 50	\$ 36,315 00
W33960001	Cash & Fixed Income	-	\$ 116 751 13	\$ 116,751 13
A32109000	SIT MUT FDS INC DIVIDEND GROWTH	2,894 792	\$ 40 816 57	\$ 37,905 95
A32109000	Matthews Asia Dividend Institutional	1,421 499	\$ 18,991 23	\$ 19,844 58
A32109000	Cash & Fixed Income	-	\$ 632 937 55	\$ 635,719 21
A32109000	Alternative Assets	-	\$ 208,346 46	\$ 208,449 88
<b><u>TOTAL</u></b>		<b>172,657 617</b>	<b>\$2,040,559 12</b>	<b>\$1,819,946 31</b>

**INVESTMENTS - OTHER**

<u>SECURITY DESCRIPTIONS</u>	<u># OF SHS</u>	<u>FMV</u>	<u>COST BASIS</u>
A46848007 JPMorgan Global Access Portfolios, LLC			FULL REDEMPTION 4/27/12 (10,000,000 SHS)
A46848007 JPMorgan Global Access Portfolios, LLC			FULL REDEMPTION 4/27/12 (2,901,077 787 SHS)
A46848007 JPMorgan Global Access Portfolios LLC			FULL REDEMPTION 4/27/12 (250 000 SHS)
REDEMPTION 4/27/12		\$ 4,209,774 00	\$ 4,209 774 00
<b><u>TOTAL</u></b>	<b>-</b>	<b>\$4,209,774 00</b>	<b>\$4,209,774 00</b>