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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation
EARL B. & LORAIN H. MILLER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
192 MARINA DRIVE

City or town, state, and ZIP code
LONG BEACH, CA 90803

A Employer identification number
95-2500545

B Telephone number
(562) 493-4711

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

G Check all that apply
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 38,732,663. (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		15.	15.		STATEMENT 1
4 Dividends and interest from securities		1,027,065.	1,027,065.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,252,705.			
b Gross sales price for all assets on line 6a		9,147,145.			
7 Capital gain net income (from Part IV, line 2)			1,252,705.		
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)					
11 Other income		2,500.	<149.>		STATEMENT 3
12 Total. Add lines 1 through 11		2,282,285.	2,279,636.		
13 Compensation of officers, directors, trustees, etc		93,500.	5,844.		87,656.
14 Other employee salaries and wages		56,478.	3,530.		52,948.
15 Pension plans, employee benefits					
16a Legal fees STMT 4		92,855.	92,855.		0.
b Accounting fees STMT 5		61,079.	40,486.		20,593.
c Other professional fees STMT 6		120,048.	120,048.		0.
17 Interest		276.	0.		276.
18 Taxes STMT 7		87,586.	4,571.		11,030.
19 Depreciation and depletion		702.	0.		
20 Occupancy		23,448.	1,466.		21,982.
21 Travel, conferences, and meetings					
22 Printing and publications		4,804.	300.		4,504.
23 Other expenses STMT 8		21,119.	512.		19,263.
24 Total operating and administrative expenses. Add lines 13 through 23		561,895.	269,612.		218,252.
25 Contributions, gifts, grants paid		3,101,250.			3,101,250.
26 Total expenses and disbursements. Add lines 24 and 25		3,663,145.	269,612.		3,319,502.
27 Subtract line 26 from line 12		<1,380,860.>			
a Excess of revenue over expenses and disbursements			2,010,024.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	546,381.	293,394.	293,394.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 9	37,196,370.	36,066,702.	38,394,622.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	586,486.	588,985.	44,647.
	14 Land, buildings, and equipment basis ▶ 30,806.			
	Less accumulated depreciation STMT 11 ▶ 30,806.	704.	0.	0.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	38,329,941.	36,949,081.	38,732,663.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	38,329,941.	36,949,081.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	38,329,941.	36,949,081.		
31 Total liabilities and net assets/fund balances	38,329,941.	36,949,081.		

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	38,329,941.
2 Enter amount from Part I, line 27a	2	<1,380,860.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	36,949,081.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,949,081.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SECURITIES - SEE ATTACHED	P	VARIOUS	VARIOUS
b MUTUAL FUNDS - SEE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,572,683.		5,561,498.	1,011,185.
b 2,490,000.		2,332,942.	157,058.
c 84,462.			84,462.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any	
a			1,011,185.
b			157,058.
c			84,462.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,252,705.
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) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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	2,443,948.	40,393,741.	.060503
2009	3,080,955.	38,432,048.	.080166
2008	2,633,506.	33,425,696.	.078787
2007	2,699,109.	41,962,593.	.064322
2006	2,630,343.	42,602,669.	.061741

2 Total of line 1, column (d)	2	.345519
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	.069104
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	39,085,020.
5 Multiply line 4 by line 3	5	2,700,931.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,100.
7 Add lines 5 and 6	7	2,721,031.
8 Enter qualifying distributions from Part XII, line 4	8	3,319,502.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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		1	20,100.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	20,100.
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	20,100.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 36,200.		
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	36,200.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	12.	
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	16,088.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 16,088. Refunded	11	0.	

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 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
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?		
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) CA		
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

N/A

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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>EANDLMILLERFDN.COM</u>	13	X	
14	The books are in care of ► <u>WALTER M. FLORIE, JR.</u> Telephone no ► <u>(562) 493-4711</u> Located at ► <u>192 MARINA DRIVE, LONG BEACH, CA</u> ZIP+4 ► <u>90803</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 ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	N/A	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 checked="" type="checkbox"/> Yes <input 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 X
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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		93,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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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. 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

0

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

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	

Total. Add lines 1 through 3

0.

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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	39,037,837.
b	Average of monthly cash balances	1b	571,251.
c	Fair market value of all other assets	1c	71,135.
d	Total (add lines 1a, b, and c)	1d	39,680,223.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	39,680,223.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	595,203.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,085,020.
6	Minimum investment return. Enter 5% of line 5	6	1,954,251.

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	1,954,251.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	20,100.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	20,100.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,934,151.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,934,151.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,934,151.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,319,502.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,319,502.
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	5	20,100.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,299,402.

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				1,934,151.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009	583,635.			
e From 2010	2,443,948.			
f Total of lines 3a through e	3,027,583.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	3,319,502.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	3,319,502.			
d Applied to 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,934,151.			1,934,151.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,412,934.			
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		0.		
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 instr			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	4,412,934.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	1,093,432.			
e Excess from 2011	3,319,502.			

** SEE STATEMENT 13

Form 990-PF (2011)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				3,101,250.
Total			3a	3,101,250.
b Approved for future payment				
NONE				
Total			3b	0.

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER SOFTWARE -	112301	200DB	5.00	17	3,271.		981.	2,290.	2,290.		0.
2	ESSENTIAL GIFTS	112202	SL	3.00	16	5,003.		1,501.	3,502.	3,502.		0.
3	COMPUTER WALTERS OFFICE	101504	SL	5.00	16	2,183.			2,183.	2,183.		0.
4	FURNITURE PAMS OFFICE	101504	SL	7.00	16	10,774.			10,774.	10,411.		363.
5	FURNITURE	101504	SL	7.00	16	9,575.			9,575.	9,236.		339.
	* TOTAL 990-PF PG 1 DEPR					30,806.		2,482.	28,324.	27,622.	0.	702.

128102
05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FARMERS & MERCHANTS BANK	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MUTUAL FUNDS & COMMON STOCKS	1,111,527.	84,462.	1,027,065.
TOTAL TO FM 990-PF, PART I, LN 4	1,111,527.	84,462.	1,027,065.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SULLY-MILLER LAND - OTHER LOSS	<150.>	<150.>	
SULLY-MILLER LAND - DIVIDEND INCOME	1.	1.	
SULLY-MILLER LAND - ADJUST TO BOOK	2,649.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,500.	<149.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	92,855.	92,855.		0.
TO FM 990-PF, PG 1, LN 16A	92,855.	92,855.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	61,079.	40,486.		20,593.	
TO FORM 990-PF, PG 1, LN 16B	61,079.	40,486.		20,593.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	97,011.	97,011.		0.	
CUSTODIAN FEES	23,037.	23,037.		0.	
TO FORM 990-PF, PG 1, LN 16C	120,048.	120,048.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	11,765.	735.		11,030.	
FEDERAL EXCISE TAX	71,985.	0.		0.	
FOREIGN TAXES WITHHELD ON DIVIDENDS	3,836.	3,836.		0.	
TO FORM 990-PF, PG 1, LN 18	87,586.	4,571.		11,030.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE AND FAX	1,866.	117.		1,749.
POSTAGE	911.	57.		854.
OTHER OFFICE EXPENSE	705.	44.		661.
DUES AND SUBSCRIPTIONS	814.	51.		763.
INSURANCE	3,892.	243.		3,649.
MEALS	3,624.	0.		3,624.
MISC CHARITABLE EXPENSES	13.	0.		13.
COMPUTER EXPENSE	427.	0.		427.
TABLES & EVENTS	7,523.	0.		7,523.
PENALTIES	1,344.	0.		0.
TO FORM 990-PF, PG 1, LN 23	21,119.	512.		19,263.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SECURITIES (SEE ATTACHED SCHEDULE)	7,529,981.	8,663,506.	
PIMCO TOTAL RETURN MUTUAL FUND	4,385,452.	4,616,294.	
PIMCO ALL ASSETS FUND	4,051,505.	3,992,121.	
PIMCO REAL RETURN FUND	1,716,779.	1,949,335.	
EUROPACIFIC GROWTH FUND	6,179,080.	6,863,249.	
DFA EMERGING MARKETS	1,997,756.	1,673,755.	
CREDIT SUISSE COMMODITY	1,430,689.	1,363,557.	
VANGUARD EXTENDED MARKET	1,981,248.	1,994,934.	
DODGE & COX INCOME FUND	4,202,257.	4,226,023.	
TOUCHSTONE SANDS CAPITAL INSTL GROWTH FUND	2,591,955.	3,051,848.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	36,066,702.	38,394,622.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SULLY MILLER LAND CO	COST	588,985.	44,647.
TOTAL TO FORM 990-PF, PART II, LINE 13		588,985.	44,647.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	3,271.	3,271.	0.
SOFTWARE - ESSENTIAL GIFTS	5,003.	5,003.	0.
COMPUTER	2,183.	2,183.	0.
WALTERS OFFICE FURNITURE	10,774.	10,774.	0.
PAMS OFFICE FURNITURE	9,575.	9,575.	0.
TOTAL TO FM 990-PF, PART II, LN 14	30,806.	30,806.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
WALTER M. FLORIE, JR. 192 MARINA DRIVE LONG BEACH, CA 90803	PRESIDENT 24.00	93,500.	0. 0.
WARREN R. SCHULTEN 192 MARINA DRIVE LONG BEACH, CA 90803	VICE PRESIDENT 1.00	0.	0. 0.
JEANNE KARATSU 192 MARINA DRIVE LONG BEACH, CA 90803	TREASURER 1.00	0.	0. 0.
RON R. ARIAS 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0. 0.
WILLIAM H. MARMION, PH.D. 192 MARINA DRIVE LONG BEACH, CA 90803	SECRETARY 1.00	0.	0. 0.
DR. NANCY KIMBER 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0. 0.
WILLIAM R. MIZER 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		93,500.	0. 0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 13

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE EARL B. AND ELAINE H. MILLER FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED: _____

NAME AND TITLE: _____

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WALTER M. FLORIE, JR, 192 MARINA DRIVE, LONG BEACH, CA 90803

TELEPHONE NUMBER

562-493-4711

FORM AND CONTENT OF APPLICATIONS

LETTER OF PROPOSAL, NOT EXCEEDING THREE PAGES, INCLUDING THE FOLLOWING: DESCRIPTION OF ORGANIZATION'S HISTORY, GOALS AND OBJECTIVES, AND CURRENT LONG BEACH PROGRAMS. APPLICANTS MUST ALSO INCLUDE THE AMOUNT OF REQUEST AND THE TOTAL OVERALL COST. APPLICANTS MUST DESCRIBE HOW THE REQUEST COMPLIMENTS THE MILLER FOUNDATION'S GOALS. FINALLY, APPLICANTS MUST PROVIDE EVIDENCE OF TAX-EXEMPT, NONPROFIT STATUS; MOST RECENT YEAR-END AND INTERIM FINANCIAL STATEMENTS; AND, A COPY OF THE CURRENT STRATEGIC OR BUSINESS PLAN AND BUDGET.

ANY SUBMISSION DEADLINES

BEFORE 6/30 YEAR END

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE QUALIFIED DOMESTIC CHARITY BENEFITTING THE GREATER LONG BEACH AREA. DRIVER MODEL IS HEALTH CARE FOR THE WHOLE CHILD WHICH INCLUDES EDUCATION, FAMILY AND CHILD DEVELOPMENT, MORAL CITIZENSHIP, AND THE ARTS.

2011 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - EARL B. & LORRAINE H. MILLER FOUNDATION

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER SOFTWARE -	1112301	200DB	5.00	17	3,271.		981.	2,290.	2,290.		0.
2	ESSENTIAL GIFTS	1112202	SL	3.00	16	5,003.		1,501.	3,502.	3,502.		0.
3	COMPUTER WALTERS OFFICE	101504	SL	5.00	16	2,183.			2,183.	2,183.		0.
4	FURNITURE PAMS OFFICE	101504	SL	7.00	16	10,774.			10,774.	10,411.		363.
5	FURNITURE	101504	SL	7.00	16	9,575.			9,575.	9,236.		339.
	* TOTAL 990-PF PG 1					30,806.		2,482.	28,324.	27,622.	0.	702.
	DEPR											

MILLER FOUNDATION
INVESTMENTS CORPORATE STOCK
6/30/2012

FEIN 95-2500545
FORM 990-PF PART II
STATEMENT 9

<u>Identity of Issuer</u>	<u>Units/ Shares</u>	<u>Cost</u>	<u>Market Value</u>
Abbott Laboratories	4,900	\$ 238,618	\$ 315,901
Accenture LTD	4,050	172,256	243,365
AES Corporation	15,900	163,078	203,997
Banco Santander Cent Hispano	23,979	191,365	157,302
Baxter International, Inc.	3,800	162,548	201,970
Bunge Limited	3,190	209,348	200,141
Charles Schwab Corporation	10,000	131,475	129,300
Covidien PLC	4,910	190,840	262,685
Deere & Co.	460	38,557	37,200
DOW Chemical Company	7,600	244,475	239,400
Ebay Inc.	8,400	245,694	352,884
EMC Corp.	12,800	285,501	328,064
First Republic Bank	7,200	228,600	241,920
General Dynamics Corp	3,900	232,858	257,244
General Electric Company	13,500	221,118	281,340
Haliburton	8,600	232,284	244,154
Heinz (H.J.)	5,100	260,430	277,338
Hershey Foods Corporation	4,790	286,734	345,024
Hess Corp	3,600	194,757	156,420
Hospira Inc.	4,400	137,868	153,912
JP Morgan Chase & CO	8,470	278,046	302,633
Lennar Corp	11,000	196,012	340,010
Lowes Cos Inc	8,630	188,023	245,437
Mitsubishi	36,600	177,121	173,850
M&T Bank Corp	2,700	202,090	222,939
Oracle Corp	7,800	218,833	231,660
Penny JC	7,100	248,512	165,501
Pioneer Natural Resources	2,600	150,426	229,346
QEP RES INC	4,590	130,246	137,562
Questar Corp	11,430	213,606	238,430
SPX Corp	3,800	182,054	248,216
Suntrust BKS Inc.	8,700	161,537	210,801
TE Connectivity LTD	10,600	163,073	338,246
Texas Instruments Inc	7,400	244,904	212,306
Time Warner Inc.	6,205	234,814	238,893
Unilever NV	9,000	284,456	300,150
Vodafone Group PLC	7,025	187,824	197,965
Total Stocks		<u>\$ 7,529,981</u>	<u>\$ 8,663,506</u>

MILLER FOUNDATION
GAIN (LOSS) ON SALE OF SECURITIES
6/30/2012
FEIN: 95-2500545

ISSUER	NUMBER OF SHARES ACQUIRED	DATE ACQUIRED	DATE SOLD	PROCEEDS	PER TAX	
					BASIS	GAIN (LOSS)
Yahoo Inc.	22,600		07/01/11	338,496 28	319,231 37	19,264 91
Kraft Foods Inc	6,300		07/19/11	223,161 24	165,356 26	57,804 98
Nalco Holdings Co	7,800		07/26/11	279,518 54	203,119 80	76,398 74
Chesapeake Energy	5,400		08/02/11	180,715 62	110,695 14	70,020 48
Pioneer Natural	1,400		08/02/11	130,569 05	74,178 74	56,390 31
Boeing Company	5,800		08/08/11	389,217 76	373,001 64	16,216 12
White Mountains Ins	482		09/01/11	193,276 30	142,677 87	50,598 43
White Mountains Ins	568		09/06/11	227,578 86	124,256 08	103,322 78
B F Goodrich	4,700		09/20/11	498,521 77	367,232 67	131,289 10
Total, 1Q	55,050 00			2,461,055 42	1,879,749 57	581,305 85
Loew's Corporation	5,100		10/07/11	171,124 66	183,876 93	(12,752 27)
Berkshire Hathaway Class B	2,300		10/07/11	161,337 19	105,363 92	55,973 27
ITT Industries Inc	6,400		10/13/11	280,542 44	333,105 75	(52,563 31)
Life Technologies Corp	1,400		11/09/11	55,999 90	63,320 88	(7,320 98)
Life Technologies Corp	5,300		11/10/11	213,474 06	239,714 76	(26,240 70)
Tyco International LTD	3,800		11/16/11	169,445 96	115,462 81	53,983 15
Bank New York Mellon Corp	12,100		12/12/11	238,467 05	310,999 04	(72,531 99)
Chesapeake Energy	7,600		12/19/11	172,180 76	167,012 28	5,168 48
Total, 2Q	44,000 00			1,462,572 02	1,518,856 37	(56,284 35)
HSBC HLDG PLC	3,575		01/06/12	140,573 44	201,929 60	(61,356 16)
Liberty Media HLDG Corp	12,200		01/09/12	202,473 40	156,593 47	45,879 93
Parker-Hannifin	2,200		01/09/12	173,134 69	104,106 20	69,028 49
Hewlett Packard	3,800		01/09/12	101,363 05	163,057 24	(61,694 19)
Wal-Mart Stores	3,500		01/09/12	208,158 84	164,388 35	43,770 49
3M Co	2,200		01/09/12	184,198 50	157,975 10	26,223 40
Equifax Inc,	1,832		01/09/12	70,493 27	39,384 66	31,108 61
Equifax Inc,	2,468		01/10/12	94,601 80	59,682 41	34,919 39
AES Corporation	14,500		01/26/12	186,391 01	206,204 40	(19,813 39)
Equifax Inc,	2,120		02/06/12	83,759 38	51,266 90	32,492 48
Equifax Inc,	3,533		02/07/12	138,432 64	99,573 69	38,858 95
Equifax Inc,	447		02/08/12	17,714 80	12,879 41	4,835 39
Accenture PLC	2,650		02/13/12	151,140 64	70,556 25	80,584 39
Lowe's	3,400		02/13/12	91,476 26	72,630 46	18,845 80
Covidien PLC	2,400		02/13/12	125,622 70	56,872 13	68,750 57
Wal-Mart Stores	3,500		03/22/12	212,315 27	170,239 18	42,076 09
Total, 3Q	64,325 00			2,181,849 69	1,787,339 45	394,510 24
Lowes Companies Inc	3,270		04/18/12	103,776 35	69,853 41	33,922 94
Covidien PLC	840		04/18/12	44,810 30	31,767 11	13,043 19
Conagra Incorporated	1,438		04/30/12	37,147 74	37,018 15	129 59
Accenture PLC	1,200		04/30/12	76,635 32	31,950 00	44,685 32
Conagra Incorporated	7,962		05/01/12	204,836 16	204,964 17	(128 01)
Total, 4Q	14,710			467,206	375,553	91,653
Total	178,085			6,572,683	5,561,498	1,011,185

MILLER FOUNDATION
GAIN (LOSS) ON SALE OF MUTUAL FUNDS
6/30/12
FEIN: 95-2500545

TYPE	NUMBER OF SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	PER TAX	
					BASIS	GAIN (LOSS)
Vanguard Extended Market Index	5,288 21		07/15/11	200,000 00	193,283 97	6,716 03
Pimco Total Return Fund	32,228 36		09/26/11	350,000 00	327,160 55	22,839 45
Pimco All Assett Fund	21,570 32		09/26/11	250,000 00	277,296 04	(27,296 04)
Pimco Real Return Fund	60,066 28		09/26/11	725,000 00	690,815 69	34,184 31
Total, 1Q	119,153 17			1,525,000 00	1,488,556 25	36,443 75
Total, 2Q	-			-	-	-
Touchstone Sands Capital	16,873 28		01/05/12	245,000 00	237,744 49	7,255 51
Total, 3Q	16,873 28			245,000 00	237,744 49	7,255 51
Touchstone Sands Capital	5,608 53		04/05/12	100,000 00	79,024 12	20,975 88
Vanguard Extended Market Index	5,801 69		04/13/12	220,000 00	212,051 70	7,948 30
Touchstone Sands Capital	22,396 42		04/13/12	400,000 00	315,565 52	84,434 48
Total, 4Q	33,806 63			720,000 00	606,641 34	113,358 66
Total	169,833 08			2,490,000 00	2,332,942 08	157,057 92
Grand Total						157,057 92

THE EARL B AND LORAIN H MILLER FOUNDATION
GRANTS AND CONTRIBUTIONS
FYE 6/30/12

<u>RECIPIENT NAME & ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
HEALTH CARE			
AMERICAN RED CROSS 2025 E STREET WASHINGTON, DC 20006	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	5,000
ASSISTANCE LEAGUE OF LONG BEACH 6220 E SPRING STREET LONG BEACH, CA 90815-0664	EXEMPT	ORTHODONTIC PROGRAM	25,000
CALIFORNIA AQUATIC THERAPY AND WELLNESS CENTER 6801 LONG BEACH BLVD LONG BEACH, CA 90805-1133	EXEMPT	GENERAL SUPPORT FOR WATER AQUATIC THERAPY AND SWIM LESSONS	25,000
CHILDREN'S DENTAL HEALTH CLINIC 455 EAST COLUMBIA STREET LONG BEACH, CA 90806	EXEMPT	PEDIATRIC DENTAL PROGRAM	100,000
THE CHILDREN'S CLINIC 2790 ATLANTIC AVENUE LONG BEACH, CA 90806	EXEMPT	PROGRAM SUPPORT - SOCIAL SERVICES DEPARTMENT, COMMUNITY PARTNERS COUNCIL, HEALTH EDUCATION AND OUTREACH PROGRAM, AND HEALTHCARE DELIVERY FOR THE UNINSURED	160,000
FAMILIES IN GOOD HEALTH 1050 LINDEN AVENUE LONG BEACH, CA 90803	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
FOR THE CHILD 4565 CALIFORNIA AVENUE LONG BEACH, CA 90807-1507	EXEMPT	PROGRAM SUPPORT - PARENT CHILD INTERACTION THERAPY PROGRAM SUPPORT - TRUSTEE DIRECTED	79,000
THE GUIDANCE CENTER 4335 ATLANTIC AVENUE LONG BEACH CA 90807-2803	EXEMPT	MENTAL HEALTH SERVICES	75,000
LONG BEACH ALLIANCE FOR CHILDREN WITH ASTHMA 2651 ELM STREET, SUITE 100 LONG BEACH, CA 90806	EXEMPT	ASTHMA PROGRAM SUPPORT	50,000
MEMORIAL MEDICAL CENTER FOUNDATION PO BOX 1428 LONG BEACH CA 90801-1428	EXEMPT	CHILDREN'S HOSPITAL EXPANSION (MULTI-YEAR GRANT) CLINICAL RESEARCH, INSTRUCTIONAL SPECIALIST, NEURO-PSYCHOLOGIST, RESEARCH ASSOC , ENDOWMENT (MULTI-YEAR GRANTS) DANCING FOR OUR STARS	536,850
MILLER FAMILY HEALTH EDUCATION CENTER 2525 GRAND AVENUE LONG BEACH, CA 90815	EXEMPT	PROGRAM SUPPORT - HEALTH EDUCATION	79,000
NATIONAL FEDERATION OF THE BLIND OF ILLINOIS, INC 6919 W BERWYN CHICAGO, IL 60656	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	2,000

NATIONAL HEALTH FOUNDATION 515 SOUTH FIGUEROA STREET, SUITE 1300 LOS ANGELES CA, 90071	EXEMPT	PROGRAM SUPPORT	6,000
NATIONAL MPS SOCIETY P O BOX 736 BANGOR, ME 04402-0736	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
PROVIDENCE TRINITY CARE HOSPICE 2601 AIRPORT DRIVE, SUITE 230 TORRANCE, CA 90505	EXEMPT	TRINITY KIDS CARE PROGRAM SUPPORT	20,000
RONALD McDONALD HOUSE CHARITIES OF SO CAL 6919 W BERWYN CHICAGO, IL 90815	EXEMPT	PROGRAM SUPPORT - CAPITAL CAMPAIGN (MULTI-YEAR GRANT) PROGRAM SUPPORT - TRUSTEE DIRECTED	243,500
ST BALDRICK'S FOUNDATION 1333 SOUTH MAYFLOWER AVENUE, SUITE 400 MONROVIA, CA 91016	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
ST MARY MEDICAL CENTER FOUNDATION 1050 LINDEN AVENUE LONG BEACH, CA 90813	EXEMPT	SCHOOL FOR VISION SCREENING	25,000
WESTSIDE NEIGHBORHOOD CLINIC 2125 SANTA FE AVENUE LONG BEACH, CA 90810	EXEMPT	MEDICATIONS FOR LOW-INCOME ASTHMATIC CHILDREN	1,000
		HEALTH CARE TOTAL	1,435,350
EDUCATION			
AQUARIUM OF THE PACIFIC 320 GOLDEN SHORE, SUITE 150 LONG BEACH, CA 90802-4200	EXEMPT	OCEAN SCIENCE CENTER (MULTI-YEAR GRANT) PROGRAM SUPPORT - TRUSTEE DIRECTED	253,000
BLAST - BETTER LEARNING AFTER SCHOOL 737 PINE AVENUE, SUITE 201 LONG BEACH, CA 90813	EXEMPT	AFTER SCHOOL EDUCATIONAL PROGRAM	47,500
CALIFORNIA STATE UNIVERSITY LONG BEACH 1250 BELLFLOWER BOULEVARD LONG BEACH, CA 90840	EXEMPT	YOUNG SCIENTIST CAMP CERAMIC ARTS	30,000
CHILDREN'S MARITIME FOUNDATION 4647 LAKEVIEW AVENUE, SUITE 109E YORBA LINDA, CA 92886	EXEMPT	GENERAL PROGRAM SUPPORT - AMERICAN PRIDE - OFFICIAL TALLSHIP OF LONG BEACH	35,000
CHILDREN TODAY 1301 W 12 STREET, PO BOX 16004 90806 LONG BEACH, CA 90813	EXEMPT	GENERAL PROGRAM SUPPORT - THE PLAY HOUSE WEST PRESCHOOL FACILITY FOR FAMILIES EXPERIENCING HOMELESSNESS	25,000
DRAMATIC RESULTS 3310 LIME AVENUE SIGNAL HILL, CA 90755	EXEMPT	WRITE-ON ARTS	25,000
EARL B MILLER JAPANESE GARDEN 1250 BELLFLOWER BLVD.	EXEMPT	LANDSCAPE PRESERVATION AND SUSTAINABILITY	55,000

LONG BEACH, CA 90840-0004	EXEMPT	PERFORMING ARTS AND CLASSROOM TEACHING	50,000
INTERNATIONAL CITY THEATRE ONE WORLD TRADE CENTER, SUITE 300 LONG BEACH, CA 90832-2069			
LONG BEACH JORDAN HIGH SCHOOL 6500 ATLANTIC AVE LONG BEACH, CA 90805	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
LONG BEACH PUBLIC LIBRARY FOUNDATION 101 PACIFIC AVE LONG BEACH, CA 90822-1003	EXEMPT	PROGRAM SUPPORT - DICTIONARY SUPPORT GRAPE EXPECTATIONS	50,000
LONG BEACH SYMPHONY 110 W OCEAN BLVD., SUITE 22 LONG BEACH, CA 90802	EXEMPT	ELEMENTARY ENSEMBLE PROGRAM & FAMILY CONCERT COMPUTER AND SOFTWARE UPGRADE CRESCENDO ON THE VINE PROGRAM SUPPORT - TRUSTEE DIRECTED	97,800
L B NONPROFIT PARTNERSHIP 4900 E CONANT, BUILDING O LONG BEACH, CA 90808	EXEMPT	CORE SERVICES PROGRAM AND NON-PROFIT LEADERSHIP INSTITUTE FOR EMERGING NON-PROFIT LEADERS	40,000
RANCHO LOS ALAMITOS FOUNDATION 6400 BIXBY HILL ROAD LONG BEACH, CA 90815-4706	EXEMPT	PROGRAM SUPPORT - TEACHERS RESOURCE PACKET (MULTI YEAR GRANT)	50,000
RANCHOS LOS CERRITOS FOUNDATION 4600 VIRGINIA ROAD LONG BEACH, CA 90807-1916	EXEMPT	VISITORS EDUCATION CENTER	40,000
WESTERLY SCHOOL OF LONG BEACH 2930 EAST 29TH STREET LONG BEACH, CA 90806	EXEMPT	FINANCIAL AID PROGRAM SUPPORT - TRUSTEE DIRECTED	2,500
OPERATION JUMP START 3515 LINDEN AVENUE LONG BEACH, CA 90807	EXEMPT	PROGRAM SUPPORT	25,000
		EDUCATION TOTAL	826,800
THE ARTS			
ARTS COUNCIL FOR LONG BEACH DBA PUBLIC CORPORATION FOR THE ARTS 110 PINE AVENUE, SUITE 1100 LONG BEACH, CA 90802	EXEMPT	EYE ON DESIGN	55,000
LONG BEACH CITY COLLEGE 4901 E CARSON STREET LONG BEACH, CA 90808	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	10,000
LONG BEACH CITY COLLEGE 4901 E CARSON STREET LONG BEACH, CA 90808	EXEMPT	BEST ARTS CONFERENCE PROGRAM SUPPORT	30,000
LONG BEACH MUSEUM OF ART	EXEMPT	PROGRAM SUPPORT - KIDS VISIONS	75,000

2300 EAST OCEAN BLVD LONG BEACH CA 90803	EXEMPT	PROGRAM SUPPORT	20,000
LONG BEACH JUNIOR CONCERT BAND 545 ROSE AVENUE LONG BEACH CA 90802	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
LONG BEACH OPERA 507 PACIFIC AVENUE LONG BEACH, CA 90802	EXEMPT	PROGRAM SUPPORT	25,000
LONG BEACH PLAYHOUSE THEATRES 5021 EAST ANAHEIM STREET LONG BEACH, CA 90804		ARTS TOTAL	216,000
MORAL CITIZENSHIP			
CALIFORNIA CONFERENCE FOR EQUALITY AND JUSTICE 444 WEST OCEAN BOULEVARD, SUITE 940 LONG BEACH, CA 90802	EXEMPT	BUILDING BRIDGES YOUTH HUMAN RELATIONS CAMP	25,000
DESERT COMMUNITY FOUNDATION 75105 MERLE DRIVE PALM DESERT, CA 92211	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	2,000
LEADERSHIP LONG BEACH 3939 ATLANTIC AVENUE, SUITE 201 LONG BEACH, CA 90807	EXEMPT	LB YOUTH LEADERSHIP PROGRAM	50,000
LONG BEACH BAR FOUNDATION 3515 LINDEN AVENUE LONG BEACH, CA 90807	EXEMPT	SHORT STOP PROGRAM	25,000
FOOD FINDERS 3434 ATLANTIC AVE LONG BEACH, CA 90807	EXEMPT	FOOD RESCUE PROGRAM SUPPORT	20,000
LONG BEACH POLICE DEPARTMENT 400 WEST BROADWAY LONG BEACH, CA 90802	EXEMPT	BOXING AND JUMP PROGRAM	12,000
PARTNERS OF PARK 2760 N STUDEBAKER ROAD LONG BEACH, CA 90815	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	10,000
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET, NW WASHINGTON, DC 20036	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	500
GUIDE STAR 1730 PENNSYLVANIA N W WASHINGTON, DC 20006	EXEMPT	GENERAL OPERATING SUPPORT	100
		MORAL CITIZENSHIP TOTAL	144,600

FAMILY/CHILD DEVELOPMENT			
BOYS & GIRLS CLUBS OF LONG BEACH 3635 LONG BEACH BLVD LONG BEACH CA 90807-4018	EXEMPT	GENERAL OPERATING SUPPORT	50,000
BOY SCOUTS OF AMERICA 401 E 37TH STREET, PO BOX 7338 LONG BEACH, CA 90807-0338	EXEMPT	SCOUT REACH PROGRAM	50,000
CAMPFIRE USA 7070 EAST CARSON ST LONG BEACH, CA 90808-2353	EXEMPT	CAMP SHIWAKA (MULTI-YEAR GRANT) PROGRAM SUPPORT	160,000
CENTRO CHA 727 PINE AVENUE, 2ND FLOOR LONG BEACH, CA 90813	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	2,500
LONG BEACH DAY NURSERY 1548 CHESTNUT AVE LONG BEACH CA 90813	EXEMPT	STEPPING STONES PROGRAM	34,000
NEW HOPE GRIEF SUPPORT COMMUNITY 3443 SAN ANSELME AVENUE LONG BEACH, CA 90808- 2729	EXEMPT	SCHOLARSHIPS FOR GRIEF CAMP FOR KIDS	25,000
PATHWAYS VOLUNTEER HOSPICE 3701 MICHELSON STREET LAKEWOOD, CA 90712	EXEMPT	GENERAL PROGRAM SUPPORT - GRIEF COUNSELING	26,500
YMCA OF GREATER LONG BEACH 525 E 7TH STREET LONG BEACH CA 90813	EXEMPT	S A F E & RENAISSANCE PROGRAM YOUTH INSTITUTE COMMUNITY DEVELOPMENT FAIRFIELD FAMILY	125,500
COUNCIL ON FOUNDATIONS 1828 L STREET, NW, SUITE 300 WASHINGTON, DC 20036	EXEMPT	ANNUAL DUES IN EXCESS OF \$500	4,000
UNITED CAMBODIAN COMMUNITY 2201 E ANAHEIM LONG BEACH CA 90804	EXEMPT	COMMEMORATION DAY AND CAMBODIAN NEW YEAR OBSERVANCE	1,000
		FAMILY/CHILD DEVELOPMENT TOTAL	478,500
GRANT & CONTRIBUTION TOTAL			3,101,250

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. EARL B. & LORAIN H. MILLER FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 95-2500545
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 192 MARINA DRIVE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LONG BEACH, CA 90803	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WALTER M. FLORIE, JR.

- The books are in the care of ► **192 MARINA DRIVE - LONG BEACH, CA 90803**

Telephone No. ► **(562) 493-4711**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year or
► ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**
- If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	20,100.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	36,200.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

COPY

Form 8868 (Rev. 1-2012)