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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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation JAMES F & MARION L MILLER FOUNDATION		A Employer identification number 03-0373895	
Number and street (or P O box number if mail is not delivered to street address) 520 SW YAMHILL STREET NO 520		B Telephone number (see instructions) (503) 546-3191	
City or town, state, and ZIP code PORTLAND, OR 97204		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 165,659,087		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	5,279,391	5,270,225		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,299,152			
	b Gross sales price for all assets on line 6a _____ 38,119,687				
	7 Capital gain net income (from Part IV , line 2)		2,299,152		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	6,453	6,453		
	12 Total. Add lines 1 through 11	7,584,996	7,575,830		
	13 Compensation of officers, directors, trustees, etc	365,000	18,250		346,750
	14 Other employee salaries and wages	135,534	6,777		128,757
	15 Pension plans, employee benefits	42,700	2,135		40,565
	16a Legal fees (attach schedule)	9,795	6,562		1,826
	b Accounting fees (attach schedule)	44,977	28,516		6,443
	c Other professional fees (attach schedule)	401,379	401,379		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	165,078	87,910		0
	19 Depreciation (attach schedule) and depletion	7,214	0		
	20 Occupancy	49,601	0		49,601
	21 Travel, conferences, and meetings	13,404	0		13,404
	22 Printing and publications				
	23 Other expenses (attach schedule)	98,702	31,939		66,763
	24 Total operating and administrative expenses. Add lines 13 through 23	1,333,384	583,468		654,109
	25 Contributions, gifts, grants paid	9,054,768			9,054,768
	26 Total expenses and disbursements. Add lines 24 and 25	10,388,152	583,468		9,708,877
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,803,156			
	b Net investment income (if negative, enter -0-)		6,992,362		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	13,223,629	20,650,832	20,650,832
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	118,096,993	109,370,518	137,836,983
	c	Investments—corporate bonds (attach schedule).	7,681,824	5,459,508	5,628,149
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,126,073	1,894,860	1,445,203
	14	Land, buildings, and equipment basis ▶ _____ 61,046 Less accumulated depreciation (attach schedule) ▶ _____ 34,698	33,562	26,348	26,348
15	Other assets (describe ▶ _____)	114,713	71,572	71,572	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	140,276,794	137,473,638	165,659,087	
Liabilities	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	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	140,276,794	137,473,638	
	30	Total net assets or fund balances (see page 17 of the instructions)	140,276,794	137,473,638	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	140,276,794	137,473,638	

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)	140,276,794
2	Enter amount from Part I, line 27a	-2,803,156
3	Other increases not included in line 2 (itemize) ▶ _____	0
4	Add lines 1, 2, and 3	137,473,638
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	137,473,638

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	See Additional Data Table			
b				
c				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
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	2,299,152
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	8,955,457	164,078,445	0 054580
2010	10,881,916	157,380,704	0 069144
2009	10,303,926	144,730,235	0 071194
2008	9,453,967	174,055,759	0 054316
2007	8,218,621	191,953,485	0 042816

2	Total of line 1, column (d).	2	0 292050
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 058410
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	161,773,557
5	Multiply line 4 by line 3.	5	9,449,193
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	69,924
7	Add lines 5 and 6.	7	9,519,117
8	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	8	9,708,877

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b		1	69,924
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	69,924
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	69,924
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	165,000	
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	165,000
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	95,076
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 95,076	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ OR _____			
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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW MILLERFOUND ORG				
14	The books are in care of ▶CHARLES WALKER	Telephone no ▶(503) 546-3191		
Located at ▶520 SW YAMHILL STE 520 PORTLAND OR		ZIP +4 ▶97204		
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		
16	At any time during calendar year 2012, 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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No				
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
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.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CHARLES H PUTNEY	INVESTMENT MANAGEMENT	248,916
805 SW BROADWAY SUITE 1800 PORTLAND,OR 97205		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

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	148,157,623
b	Average of monthly cash balances.	1b	16,079,491
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	164,237,114
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	164,237,114
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,463,557
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	161,773,557
6	Minimum investment return. Enter 5% of line 5.	6	8,088,678

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	8,088,678
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	69,924
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	69,924
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	8,018,754
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	8,018,754
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	8,018,754

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	9,708,877
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	9,708,877
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	69,924
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,638,953
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				8,018,754
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	961,109			
c From 2009.	3,159,199			
d From 2010.	3,166,151			
e From 2011.	876,703			
f Total of lines 3a through e.	8,163,162			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 9,708,877				
a Applied to 2011, 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).	0			
d Applied to 2012 distributable amount.				8,018,754
e Remaining amount distributed out of corpus	1,690,123			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,853,285			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	9,853,285			
10 Analysis of line 9				
a Excess from 2008. . . .	961,109			
b Excess from 2009. . . .	3,159,199			
c Excess from 2010. . . .	3,166,151			
d Excess from 2011. . . .	876,703			
e Excess from 2012. . . .	1,690,123			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

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

2

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

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

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

MARTHA RICHARDS EXECUTIVE DIRECTOR
520 SW YAMHILL STREET STE 520
PORTLAND, OR 97204
(503) 546-3191

b

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

PLEASE SEE APPLICATION GUIDELINES AT WWW.MILLERFOUND.ORG/APPLY

c

Any submission deadlines

APPLICATION DEADLINES ARE POSTED PERIODICALLY AT WWW.MILLERFOUND.ORG

d

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

THE MILLER FOUNDATION MAKES RESPONSIVE GRANTS TO REQUESTS FROM ORGANIZATIONS BASED IN OREGON WHOSE PRIMARY FOCUS IS IN THE ARTS OR EDUCATION. FOR MORE INFORMATION, PLEASE SEE APPLICATION GUIDELINES AT WWW.MILLERFOUND.ORG/APPLY

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				9,054,768
b <i>Approved for future payment</i> See Additional Data Table				
Total				1,344,000

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					
4	Dividends and interest from securities. . . .			14	5,279,391	
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	6,453	
8	Gain or (loss) from sales of assets other than inventory			18	2,299,152	
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). .		0		7,584,996	0
13	Total. Add line 12, columns (b), (d), and (e).			13	7,584,996	7,584,996

[illegible]

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

[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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-06-13	*****	May the IRS discuss this return with the preparer shown below (see Instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00056990
	BILLY M MORGAN JR	BILLY M MORGAN JR			
	Firm's name ☐	GEFFEN MESHER & COMPANY PC		Firm's EIN ☐ 93-1042710	
		888 SW FIFTH AVENUE SUITE 800			
	Firm's address ☐	PORTLAND, OR 97204		Phone no (503) 221-0141	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL STOCK BASIS ADJUSTMENTS	P		2012-12-31
APPLE INC	P	2012-11-06	2012-12-06
APPLE INC	P	2012-11-07	2012-12-06
APPLE INC	P	2012-11-16	2012-12-06
COMCAST CORP	P	2011-11-15	2012-05-29
COMCAST CORP	P	2011-11-15	2012-06-04
COMCAST CORP	P	2011-11-15	2012-06-04
COMMONWEALTH REIT	P	2011-07-18	2012-01-23
EATON CORP	P	2011-08-18	2012-02-29
EATON CORP	P	2011-09-09	2012-02-29
EATON CORP	P	2011-09-22	2012-02-29
EATON CORP	P	2012-05-21	2012-09-13
EATON CORP	P	2012-06-13	2012-11-02
EATON CORP	P	2012-06-25	2012-11-02
FIRSTENERGY CORP	P	2012-01-25	2012-03-23
FORD MOTOR CREDIT CO LLC	P	2011-08-22	2012-08-20
HEWLETT PACKARD CO	P	2011-12-16	2012-12-12
ISIS PHARMACEUTICALS INC	P	2011-12-23	2012-09-06
ISIS PHARMACEUTICALS INC	P	2011-12-28	2012-09-20
KIMBERLY CLARK CORP	P	2012-02-03	2012-04-24
MEDTRONIC INC	P	2011-08-18	2012-03-15
SPRINT NEXTEL CORPORATION	P	2011-11-01	2012-03-26
TEXAS INSTRUMENTS INCORPORATED	P	2012-01-10	2012-12-11
US AIRWAYS GROUP INC	P	2011-02-02	2012-01-27
US AIRWAYS GROUP INC	P	2011-04-08	2012-01-27
US AIRWAYS GROUP INC	P	2011-07-01	2012-04-26
US AIRWAYS GROUP INC	P	2011-07-05	2012-04-27
US AIRWAYS GROUP INC	P	2011-07-05	2012-04-27
US AIRWAYS GROUP INC	P	2011-08-30	2012-04-27
US AIRWAYS GROUP INC	P	2011-08-30	2012-04-27

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US AIRWAYS GROUP INC	P	2011-11-02	2012-04-27
US AIRWAYS GROUP INC	P	2011-11-02	2012-05-01
UTS MOTORS LIQUIDATION COMPANY	P	2012-06-12	2012-07-03
VALE S A	P	2012-11-21	2012-11-26
ACCO BRANDS CORP	P	2010-08-17	2012-04-30
ACCO BRANDS CORP	P	2010-08-23	2012-04-30
ACCO BRANDS CORP	P	2010-08-24	2012-04-30
ACCO BRANDS CORP	P	2010-08-17	2012-09-13
ACCO BRANDS CORP	P	2010-08-23	2012-09-13
ACCO BRANDS CORP	P	2010-08-24	2012-09-13
ALCOA INC	P	2005-09-02	2012-09-11
ALCOA INC	P	2005-09-08	2012-09-11
ALCOA INC	P	2005-09-12	2012-09-11
ALCOA INC	P	2005-09-19	2012-09-11
ALCOA INC	P	2005-09-22	2012-09-11
ALCOA INC	P	2005-09-22	2012-09-13
ALCOA INC	P	2005-10-03	2012-09-13
ALCOA INC	P	2005-10-05	2012-09-13
ALCOA INC	P	2005-10-05	2012-09-13
APPLIED MATERIALS INC	P	2008-10-08	2012-07-25
APPLIED MATERIALS INC	P	2010-03-08	2012-07-25
ARIZONA PUBLIC SERVICE CO	P	2008-12-02	2012-03-01
ARIZONA PUBLIC SERVICE CO	P	2009-01-08	2012-03-01
AT&T INC	P	2008-07-22	2012-03-05
AT&T INC	P	2008-03-07	2012-03-05
AT&T INC	P	2005-07-21	2012-03-05
AT&T INC	P	2006-01-23	2012-03-05
AT&T INC	P	2006-01-23	2012-05-08
AT&T INC	P	2006-03-06	2012-05-08
AT&T INC	P	2009-05-20	2012-05-31

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AT&T INC	P	2009-05-21	2012-05-31
AT&T INC	P	2009-07-06	2012-05-31
AT&T INC	P	2009-07-14	2012-06-04
AT&T INC	P	2009-10-13	2012-06-04
AT&T INC	P	2009-10-13	2012-06-06
AT&T INC	P	2009-11-02	2012-07-18
AT&T INC	P	2009-11-02	2012-07-18
AT&T INC	P	2009-11-02	2012-09-13
AT&T INC	P	2009-11-16	2012-09-13
AT&T INC	P	2009-11-16	2012-09-26
AT&T INC	P	2010-02-05	2012-09-26
BANK AMERICA CORP	P	2009-04-16	2012-09-17
COMMONWEALTH REIT	P	2010-09-24	2012-01-23
CVS CAREMARK CORPORATION	P	2011-02-07	2012-02-27
ELI LILLY & CO	P	2009-10-05	2012-10-16
ELI LILLY & CO	P	2009-11-06	2012-10-16
EXELON CORPORATION	P	2010-03-25	2012-02-29
EXELON CORPORATION	P	2010-03-25	2012-06-07
EXELON CORPORATION	P	2010-04-15	2012-06-07
EXELON CORPORATION	P	2010-09-02	2012-06-07
EXELON CORPORATION	P	2010-10-26	2012-06-07
GENERAL ELECTRIC CAPITAL CORP	P	2008-11-24	2012-06-15
GENERAL MOTORS COMPANY	P	2008-06-04	2012-09-12
GENERAL MOTORS COMPANY	P	2008-06-04	2012-09-12
GENERAL MOTORS COMPANY	P	2008-06-04	2012-09-12
GENERAL MOTORS COMPANY	P	2008-06-04	2012-09-12
GENERAL MOTORS COMPANY	P	2008-06-04	2012-09-12
GENERAL MOTORS COMPANY	P	2011-02-07	2012-09-13
GENERAL MOTORS COMPANY	P	2008-06-04	2012-09-19
GENERAL MOTORS COMPANY	P	2008-06-25	2012-09-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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GENERAL MOTORS COMPANY	P	2008-06-25	2012-09-19
GENERAL MOTORS COMPANY	P	2008-06-25	2012-09-19
HEWLETT PACKARD CO	P	2010-12-07	2012-09-11
HEWLETT PACKARD CO	P	2011-03-03	2012-09-11
HEWLETT PACKARD CO	P	2011-03-03	2012-09-11
HEWLETT PACKARD CO	P	2011-03-10	2012-09-11
HEWLETT PACKARD CO	P	2011-03-31	2012-09-11
HEWLETT PACKARD CO	P	2011-06-03	2012-10-17
HEWLETT PACKARD CO	P	2011-06-30	2012-12-10
HEWLETT PACKARD CO	P	2011-07-11	2012-12-10
HEWLETT PACKARD CO	P	2011-10-25	2012-12-12
INTERNATIONAL BUSINESS	P	2005-03-21	2012-01-23
INTERNATIONAL BUSINESS	P	2005-04-06	2012-01-23
INTERNATIONAL BUSINESS	P	2005-04-13	2012-11-08
INTERNATIONAL BUSINESS	P	2005-04-13	2012-11-08
INTERNATIONAL PAPER CO	P	2002-05-06	2012-03-02
INTERNATIONAL PAPER CO	P	2003-11-21	2012-03-02
INTERNATIONAL PAPER CO	P	2004-09-13	2012-03-02
INTERNATIONAL PAPER CO	P	2004-09-13	2012-03-13
INTERNATIONAL PAPER CO	P	2004-10-07	2012-03-13
INTERNATIONAL PAPER CO	P	2004-10-07	2012-03-13
ISIS PHARMACEUTICALS INC	P	2010-04-16	2012-06-19
ISIS PHARMACEUTICALS INC	P	2010-04-16	2012-07-02
ISIS PHARMACEUTICALS INC	P	2010-04-16	2012-07-09
ISIS PHARMACEUTICALS INC	P	2010-04-16	2012-07-09
MEDTRONIC INC	P	2010-07-28	2012-03-14
MEDTRONIC INC	P	2010-07-28	2012-03-15
MEDTRONIC INC	P	2010-10-05	2012-03-15
MEDTRONIC INC	P	2010-10-05	2012-03-15
MISSOURI PACIFIC RR GENL MTG	P	2004-06-03	2012-04-04

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NEXTEL COMMUNICATIONS INC	P	2010-10-04	2012-11-19
O I S A	P	2010-05-24	2012-04-13
O I S A	P	2006-08-31	2012-04-13
O I S A	P	2006-09-11	2012-04-13
O I S A	P	2007-02-12	2012-04-13
O I S A	P	2007-12-20	2012-04-13
PHILLIPS 66	P	2006-02-14	2012-05-16
PHILLIPS 66	P	2006-09-08	2012-05-16
PHILLIPS 66	P	2009-01-29	2012-05-16
PHILLIPS 66	P	2009-03-16	2012-05-16
PHILLIPS 66	P	2009-09-29	2012-05-16
POPULAR INC	P	2008-06-30	2012-02-29
POPULAR INC	P	2008-06-30	2012-02-29
POPULAR INC	P	2008-07-14	2012-02-29
SPRINT NEXTEL CORPORATION	P	2009-10-13	2012-03-19
SPRINT NEXTEL CORPORATION	P	2009-11-24	2012-03-19
SPRINT NEXTEL CORPORATION	P	2009-12-29	2012-03-19
SPRINT NEXTEL CORPORATION	P	2009-12-29	2012-03-19
SPRINT NEXTEL CORPORATION	P	2010-09-01	2012-03-19
SPRINT NEXTEL CORPORATION	P	2010-12-03	2012-03-20
SPRINT NEXTEL CORPORATION	P	2010-12-03	2012-03-26
SPRINT NEXTEL CORPORATION	P	2010-12-28	2012-03-26
SPRINT NEXTEL CORPORATION	P	2010-12-28	2012-03-26
TEXAS INSTRUMENTS INCORPORATED	P	2001-08-17	2012-11-12
TEXAS INSTRUMENTS INCORPORATED	P	2001-09-17	2012-11-12
TEXAS INSTRUMENTS INCORPORATED	P	2002-04-16	2012-11-12
TEXAS INSTRUMENTS INCORPORATED	P	2002-05-17	2012-11-12
TEXAS INSTRUMENTS INCORPORATED	P	2003-08-18	2012-11-12
TEXAS INSTRUMENTS INCORPORATED	P	2004-03-22	2012-11-12
TEXAS INSTRUMENTS INCORPORATED	P	2004-05-04	2012-11-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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TEXAS INSTRUMENTS INCORPORATED	P	2004-05-04	2012-11-12
TEXAS INSTRUMENTS INCORPORATED	P	2004-05-27	2012-11-12
TEXAS INSTRUMENTS INCORPORATED	P	2004-08-06	2012-11-12
TEXAS INSTRUMENTS INCORPORATED	P	2006-12-22	2012-12-11
TEXAS INSTRUMENTS INCORPORATED	P	2010-03-05	2012-12-11
US AIRWAYS GROUP INC	P	2010-12-13	2012-01-27
US AIRWAYS GROUP INC	P	2011-01-18	2012-01-27
US AIRWAYS GROUP INC	P	2011-04-08	2012-04-26
US AIRWAYS GROUP INC	P	2011-04-15	2012-04-26
VERIZON VIRGINIA INC	P	2009-01-06	2012-12-10
WTS GENERAL MOTORS COMPANY	P	2008-06-25	2012-12-06
WTS GENERAL MOTORS COMPANY	P	2008-06-25	2012-12-06
ACCO BRANDS CORP	P	2011-10-28	2012-04-30
ACCO BRANDS CORP	P	2011-10-31	2012-04-30
ACCO BRANDS CORP	P	2011-10-28	2012-05-04
ACCO BRANDS CORP	P	2011-10-31	2012-05-04
CNO FINANCIAL GROUP INC	P	2011-10-28	2012-08-14
CNO FINANCIAL GROUP INC	P	2011-10-28	2012-10-16
EL PASO CORPORATION	P	2011-10-28	2012-03-26
EL PASO CORPORATION	P	2011-10-28	2012-05-17
EL PASO CORPORATION	P	2011-10-31	2012-05-17
GENERAL CABLE CORP-DEL NEW	P	2011-10-28	2012-02-01
GENERAL CABLE CORP-DEL NEW	P	2011-10-28	2012-02-02
GENERAL CABLE CORP-DEL NEW	P	2011-10-28	2012-02-03
GENERAL CABLE CORP-DEL NEW	P	2011-10-28	2012-02-22
GENERAL CABLE CORP-DEL NEW	P	2011-10-31	2012-02-22
HEALTH CARE REIT INC	P	2011-10-28	2012-09-18
PERRIGO CO	P	2011-10-28	2012-03-16
PERRIGO CO	P	2011-10-28	2012-08-09
PERRIGO CO	P	2011-10-31	2012-08-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SBA COMMUNICATIONS CORP	P	2011-10-28	2012-03-20
SMUCKER J M COMPANY	P	2011-10-28	2012-02-16
SMUCKER J M COMPANY	P	2011-10-31	2012-02-16
SUPERVALU INC	P	2011-10-28	2012-07-12
SUPERVALU INC	P	2011-10-28	2012-07-12
SUPERVALU INC	P	2011-10-31	2012-07-12
THOMAS & BETTS CORP	P	2011-10-28	2012-02-14
THOMAS & BETTS CORP	P	2011-10-31	2012-05-17
THOMAS & BETTS CORP	P	2011-10-28	2012-05-17
VISTEON CORPORATION	P	2012-02-14	2012-07-31
HEALTH CARE REIT INC	P	2011-10-28	2012-11-06
HEALTH CARE REIT INC	P	2011-10-31	2012-11-06
IRON MOUNTAIN INC	P	2011-10-28	2012-12-28
SLM CORPORATION	P	2011-10-28	2012-10-31
SLM CORPORATION	P	2011-10-28	2012-11-20
WENDYS COMPANY (THE)	P	2011-10-28	2012-12-13
WENDYS COMPANY (THE)	P	2011-10-31	2012-12-13
ACCO BRANDS CORP	P	2012-07-16	2012-11-30
BROWN-FORMAN CORPORATION	P	2012-07-16	2012-08-10
DELL INC	P	2012-07-16	2012-10-11
KINDER MORGAN MGMT LLC	P	2012-07-16	2012-08-14
KINDER MORGAN MGMT LLC	P	2012-07-16	2012-11-20
KINDER MORGAN MGMT LLC	P	2012-07-16	2012-11-20
KINDER MORGAN MGMT LLC	P	2012-07-16	2012-11-20
KINDER MORGAN MGMT LLC	P	2012-07-16	2012-11-20
MATSON INC	P	2012-07-16	2012-11-06
PHILLIPS 66	P	2012-07-16	2012-11-30
UDR INC	P	2012-07-16	2012-11-30
ACCO BRANDS CORP	P	2012-07-16	2012-11-12
EATON VANCE CORP-NON VTG	P	2012-07-16	2012-12-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
KINDER MORGAN MGMT LLC	P	2012-07-16	2012-08-14
KINDER MORGAN MGMT LLC	P	2012-07-16	2012-11-14
KINDER MORGAN MGMT LLC	P	2012-07-16	2012-11-14
KINDER MORGAN MGMT LLC	P	2012-07-16	2012-11-14
KNOLL INC	P	2012-07-16	2012-11-12
OLD DOMINION FREIGHT LINES INC	P	2012-07-16	2012-09-07
TENET HEALTHCARE CORPORATION	P	2012-07-16	2012-10-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		18,366	-18,366
550,165		550,165	0
551,988		594,140	-42,152
275,994		258,727	17,267
158,707		120,186	38,521
289,994		220,500	69,494
132,643		101,314	31,329
192,501		232,409	-39,908
262,726		193,776	68,950
262,726		193,450	69,276
262,726		172,250	90,476
478,489		421,800	56,689
501,189		393,800	107,389
498,789		371,400	127,389
165,402		149,041	16,361
500,000		495,750	4,250
292,793		520,598	-227,805
305,993		138,400	167,593
302,993		139,600	163,393
783,813		723,643	60,170
194,247		156,042	38,205
114,398		99,600	14,798
304,193		302,500	1,693
162,597		195,600	-33,003
81,298		78,800	2,498
300,893		268,798	32,095
123,679		103,682	19,997
77,917		65,319	12,598
205,595		109,000	96,595
101,798		54,500	47,298

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
101,798		53,800	47,998
313,199		161,400	151,799
11			11
352,403		341,600	10,803
3		5	-2
			0
7		2	5
46,373		48,879	-2,506
1,391		1,401	-10
21,795		21,817	-22
142,473		414,644	-272,171
36,269		103,525	-67,256
56,729		165,694	-108,965
92,998		265,816	-172,818
90,022		252,261	-162,239
3,088		8,339	-5,251
96,498		239,738	-143,240
96,498		229,600	-133,102
96,498		231,414	-134,916
211,795		211,795	0
317,693		369,899	-52,206
300,000		285,081	14,919
533,000		527,324	5,676
309,494		316,500	-7,006
309,494		347,600	-38,106
186,237		142,940	43,297
124,158		99,195	24,963
530,388		396,781	133,607
464,090		376,040	88,050
340,992		245,000	95,992

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
340,992		236,000	104,992
342,492		244,500	97,992
342,492		234,000	108,492
342,492		255,500	86,992
343,892		255,500	88,392
360,992		251,500	109,492
361,492		251,500	109,992
380,149		251,500	128,649
380,192		262,800	117,392
767,183		525,600	241,583
765,152		499,600	265,552
240,000		223,020	16,980
385,002		498,357	-113,355
890,984		654,400	236,584
534,289		324,500	209,789
536,488		343,500	192,988
783,988		866,600	-82,612
194,496		216,650	-22,154
193,746		221,250	-27,504
387,491		415,457	-27,966
193,746		205,848	-12,102
450,000		446,423	3,577
20,057		52,489	-32,432
20,067		56,021	-35,954
3,037		9,318	-6,281
19		49	-30
20,029		61,455	-41,426
466,990		735,600	-268,610
41		116	-75
7,667		18,484	-10,817

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,655		15,002	-8,347
6,505		14,106	-7,601
267,791		640,200	-372,409
89,264		216,945	-127,681
89,598		215,750	-126,152
179,196		416,500	-237,304
89,598		205,445	-115,847
147,098		361,200	-214,102
144,098		365,847	-221,749
144,497		352,300	-207,803
146,397		250,900	-104,503
946,979		450,171	496,808
951,490		445,911	505,579
956,532		428,750	527,782
957,229		428,750	528,479
71,099		86,246	-15,147
106,648		111,738	-5,090
533,240		598,200	-64,960
181,097		199,400	-18,303
181,097		205,100	-24,003
362,393		412,545	-50,152
224,395		217,794	6,601
249,012		217,800	31,212
135,559		108,897	26,662
139,497		108,900	30,597
385,501		369,049	16,452
193,247		184,524	8,723
193,247		168,950	24,297
194,247		168,950	25,297
100		70	30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
300,000		300,000	0
2		3	-1
1		1	0
1		1	0
3		4	-1
3		5	-2
161,196		135,646	25,550
96,718		83,644	13,074
64,479		43,666	20,813
161,196		83,691	77,505
322,393		209,489	112,904
1,108		1,108	0
34,486		34,486	0
1,102		1,102	0
27,600		35,500	-7,900
55,199		77,000	-21,801
55,199		73,600	-18,401
28,013		36,800	-8,787
112,051		164,800	-52,749
6,875		9,525	-2,650
77,549		104,775	-27,226
56,399		84,400	-28,001
28,599		42,200	-13,601
59,084		66,370	-7,286
88,627		81,574	7,053
147,711		169,480	-21,769
147,711		159,350	-11,639
44,313		31,608	12,705
59,084		54,457	4,627
44,313		37,637	6,676

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
29,459		25,091	4,368
294,593		255,900	38,693
265,134		176,850	88,284
304,193		286,500	17,693
304,193		246,500	57,693
246,595		320,100	-73,505
161,597		206,000	-44,403
100,298		78,800	21,498
100,298		80,500	19,798
505,645		477,870	27,775
834		2,344	-1,510
515		1,815	-1,300
1		3	-2
4		1	3
15,001		13,266	1,735
5,000		4,316	684
27,933		21,205	6,728
65,390		44,644	20,746
124,221		106,230	17,991
70,905		62,364	8,541
63,904		55,605	8,299
12,308		11,212	1,096
14,468		13,305	1,163
27,184		24,368	2,816
17,592		17,132	460
22,627		21,440	1,187
57,854		52,783	5,071
46,725		41,961	4,764
33,474		26,454	7,020
28,857		22,470	6,387

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
78,524		60,787	17,737
89,628		97,046	-7,418
29,876		32,299	-2,423
30,946		87,782	-56,836
12,334		37,743	-25,409
13,676		39,715	-26,039
84,124		61,298	22,826
51,480		36,528	14,952
70,200		51,082	19,118
69,639		110,850	-41,211
29,046		25,450	3,596
29,633		26,156	3,477
26		26	0
62,847		49,204	13,643
53,711		43,669	10,042
99,806		108,312	-8,506
33,269		35,719	-2,450
3,797		5,275	-1,478
31		32	-1
21,846		28,414	-6,568
35		35	0
			0
34		37	-3
19		21	-2
			0
22,817		26,527	-3,710
13,232		9,165	4,067
35,098		40,675	-5,577
7,529		10,032	-2,503
86,258		71,860	14,398

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
72		72	0
33		38	-5
			0
			0
21,674		20,988	686
15		14	1
12		10	2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-18,366
			0
			-42,152
			17,267
			38,521
			69,494
			31,329
			-39,908
			68,950
			69,276
			90,476
			56,689
			107,389
			127,389
			16,361
			4,250
			-227,805
			167,593
			163,393
			60,170
			38,205
			14,798
			1,693
			-33,003
			2,498
			32,095
			19,997
			12,598
			96,595
			47,298

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			47,998
			151,799
			11
			10,803
			-2
			0
			5
			-2,506
			-10
			-22
			-272,171
			-67,256
			-108,965
			-172,818
			-162,239
			-5,251
			-143,240
			-133,102
			-134,916
			0
			-52,206
			14,919
			5,676
			-7,006
			-38,106
			43,297
			24,963
			133,607
			88,050
			95,992

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			104,992
			97,992
			108,492
			86,992
			88,392
			109,492
			109,992
			128,649
			117,392
			241,583
			265,552
			16,980
			-113,355
			236,584
			209,789
			192,988
			-82,612
			-22,154
			-27,504
			-27,966
			-12,102
			3,577
			-32,432
			-35,954
			-6,281
			-30
			-41,426
			-268,610
			-75
			-10,817

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-8,347
			-7,601
			-372,409
			-127,681
			-126,152
			-237,304
			-115,847
			-214,102
			-221,749
			-207,803
			-104,503
			496,808
			505,579
			527,782
			528,479
			-15,147
			-5,090
			-64,960
			-18,303
			-24,003
			-50,152
			6,601
			31,212
			26,662
			30,597
			16,452
			8,723
			24,297
			25,297
			30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			0
			-1
			0
			0
			-1
			-2
			25,550
			13,074
			20,813
			77,505
			112,904
			0
			0
			0
			-7,900
			-21,801
			-18,401
			-8,787
			-52,749
			-2,650
			-27,226
			-28,001
			-13,601
			-7,286
			7,053
			-21,769
			-11,639
			12,705
			4,627
			6,676

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			4,368
			38,693
			88,284
			17,693
			57,693
			-73,505
			-44,403
			21,498
			19,798
			27,775
			-1,510
			-1,300
			-2
			3
			1,735
			684
			6,728
			20,746
			17,991
			8,541
			8,299
			1,096
			1,163
			2,816
			460
			1,187
			5,071
			4,764
			7,020
			6,387

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			17,737
			-7,418
			-2,423
			-56,836
			-25,409
			-26,039
			22,826
			14,952
			19,118
			-41,211
			3,596
			3,477
			0
			13,643
			10,042
			-8,506
			-2,450
			-1,478
			-1
			-6,568
			0
			0
			-3
			-2
			0
			-3,710
			4,067
			-5,577
			-2,503
			14,398

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			0
			-5
			0
			0
			686
			1
			2

Form 990PF Part VIII Line 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
CHARLES H PUTNEY	PRESIDENT 5 00	0	0	0
520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204				
ALICE MCCARTOR	DIRECTOR 3 00	50,000	0	0
520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204				
CHARLES WALKER	SECRETARY/DIRECTOR 12 00	50,000	0	0
520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204				
CHARLES ROOKS	DIRECTOR 5 00	30,000	0	0
520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204				
MARTHA RICHARDS	EXECUTIVE DIRECTOR 40 00	205,000	5,682	0
520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204				
WILLIAM SWINDELLS	DIRECTOR 5 00	30,000	0	0
520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PORTLAND STATE UNIVERSITY FOUNDATION PO BOX 751 PORTLAND,OR 97207			SUSTAINABILITY INITIATIVES	1,250,000
SOUTHERN OREGON HISTORICAL SOCIETY 106 N CENTRAL MEDFORD,OR 97501			FOR THE RESEARCH LIBRARY	5,000
PORTLAND CENTER STAGE 128 NW 11TH AVE PORTLAND,OR 97209			IN SUPPORT OF GENERAL OPERATING EXPENSES	200,000
EUGENE CONCERT CHOIR 1590 WILLAMETTE ST STE 400 EUGENE,OR 97401			FOR MUSIC EDUCATION AND YOUNG AUDIENCE DEVELOPMENT	5,000
DEFUNKT THEATRE 4319 SE HAWTHORNE BLVD PORTLAND,OR 97215			FOR TWO MAIN STAGE PRODUCTIONS AT THE BACK DOOR THEATER	3,250
OREGON BALLET THEATRE 818 SE 6TH AVE PORTLAND,OR 97214			IN SUPPORT OF GENERAL OPERATING EXPENSES	300,000
HIGH DESERT MUSEUM 59800 SOUTH HIGHWAY 97 BEND,OR 97702			FOR CAPACITY BUILDING AND THE CHANGING EXHIBITS PROGRAM	25,000
SCHOOLHOUSE SUPPLIES 2735 NE 82ND AVE PORTLAND,OR 97202			FOR BUILDING MARKETING CAPACITY	15,000
OREGON TECH FOUNDATION INC 3201 CAMPUS DRIVE KLAMATH FALLS,OR 97601			FOR BUILDING FUNDRAISING CAPACITY	75,000
MIRACLE THEATRE GROUP 425 SE 6TH PORTLAND,OR 97214			GENERAL OPERATING SUPPORT	10,000
ARTS CENTERLINN-BENTON REGIONAL ARTS COUNCIL 5135 NE COLUMBIA BLVD PORTLAND,OR 97218			FOR THE GLOBETROTTERS ARTS & CULTURE PROGRAM	10,000
LEADERSHIP & ENTREPRENEURSHIP CHARTER HS 2044 E BURNSIDE STREET PORTLAND,OR 97241			FOR INCREASING FACULTY/STAFF CAPACITY	20,000
OREGON MUSEUM OF SCIENCE AND INDUSTRY 1945 SE WATER AVENUE PORTLAND,OR 97214			GENERAL OPERATING SUPPORT	125,000
SALEMKEIZER COALITION FOR EQUALITY PO BOX 4296 SALEM,OR 97302			FOR PROGRAMS TO INCREASE PARENT AND FAMILY INVOLVEMENT IN SCHO	25,000
OREGON SYMPHONY 921 SW WASHINGTON PORTLAND,OR 97205			IN SUPPORT OF GENERAL OPERATING EXPENSES	500,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PORTLAND ART MUSEUM 1219 SW PARK AVENUE PORTLAND, OR 97205			IN SUPPORT OF GENERAL OPERATING EXPENSES	400,000
PORTLAND CENTER STAGE 128 NW 11TH AVE PORTLAND, OR 97209			IN SUPPORT OF GENERAL OPERATING EXPENSES	200,000
PORTLAND OPERA ASSOCIATION 211 SE CARUTHERS STREET PORTLAND, OR 97214			IN SUPPORT OF GENERAL OPERATING EXPENSES	500,000
TEARS OF JOY THEATRE 323 NE WYGANT ST SUITE 201 PORTLAND, OR 97211			BUILDING FUNDRAISING CAPACITY	30,000
YOUTH SYMPHONY OF SOUTHERN OREGON PO BOX 4291 MEDFORD, OR 97501			FOR CONCERT SEASON PRODUCTION AND PROGRAMMING COSTS	5,000
PACIFIC YOUTH CHOIR 1012 SW KING AVE SUITE 10 PORTLAND, OR 97205			GENERAL OPERATING SUPPORT	4,000
PORTLAND COLUMBIA SYMPHONY PO BOX 6559 PORTLAND, OR 97228			FOR CONCERT ACTIVITIES OF THE 30TH ANNIVERSARY SEASON (2011-2012)	7,500
PDX JAZZ 133 SW 2ND AVENUE SUITE 420 PORTLAND, OR 97204			GENERAL OPERATING SUPPORT	5,000
ARTSEAST PO BOX 541 LA GRANDE, OR 97850			FOR ARTS LEARNING OPPORTUNITIES IN EASTERN OREGON	10,000
FILM ACTION OREGON 4122 NE SANDY BLVD PORTLAND, OR 97212			DIGITAL PROJECTION EQUIPMENT UPGRADES	15,000
FISHTRAP PO BOX 1069 ENTERPRISE, OR 97828			FOR BUILDING ADMINISTRATIVE, COMMUNICATION, AND FINANCIAL CAPACITY	10,000
OREGON PUBLIC BROADCASTING 7140 SW MACADAM AVE PORTLAND, OR 97219			EXPANDING STORYTELLING-BASED COVERAGE OF OREGON'S ARTS AND CULTURAL INSTITUTIONS	400,000
THIRD RAIL REPERTORY THEATRE PO BOX 96063 PORTLAND, OR 97296			GENERAL OPERATING SUPPORT	20,000
CHALKBOARD PROJECT 221 NW 2ND AVE PORTLAND, OR 97209			IN SUPPORT OF THE CLASS PROJECT	206,500
BENTON COUNTY HISTORICAL SOCIETY PO BOX 35 PHILOMATH, OR 97370			FOR IMPROVEMENTS TO COLLECTION PRESERVATION SYSTEM	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF OREGON FOUNDATION PO BOX 3346 EUGENE,OR 97403			FOR TECHNOLOGY AND MARKETING EXPANSION	25,000
CHAMBER MUSIC NORTHWEST 522 SW FIFTH AVE SUITE 920 PORTLAND,OR 97204			GENERAL OPERATING SUPPORT	50,000
SALEM ART ASSOCIATION 600 MISSION STREET SE SALEM,OR 97302			GENERAL OPERATING SUPPORT	10,000
CASCADE SCHOOL OF MUSIC 200 NW PACIFIC PARK LANE BEND,OR 97701			GENERAL OPERATING SUPPORT	10,000
PORTLAND GAY MENS CHORUS PO BOX 3223 PORTLAND,OR 97208			TO BUILD FUNDRAISING CAPACITY	10,000
ROGUE VALLEY CHORALE ASSOCIATION 319 7TH STREET ROGUE RIVER,OR 97537			TO BUILD STAFF CAPACITY	12,500
NEWPORT SYMPHONY ORCHESTRA PO BOX 1617 NEWPORT,OR 97365			BUILDING OUTREACH AND FINANCIAL CAPACITY	15,000
PLAYWRITE PO BOX 13420 PORTLAND,OR 97213			FOR BUILDING FUNDRAISING CAPACITY	10,000
THIRD ANGLE NEW MUSIC ENSEMBLE PO BOX 28225 PORTLAND,OR 97209			GENERAL OPERATING SUPPORT	5,000
CREATIVE ADVOCACY NETWORK 3242 NE 12TH AVENUE PORTLAND,OR 97209			FOR PUBLIC OUTREACH PROGRAMS	30,000
BEAVERTON SCHOOL DISTRICT 16550 SW MERLO ROAD BEAVERTON,OR 97005			TO SUPPORT THE ARTS FOR LEARNING LESSONS PROJECT	20,000
OREGON SYMPHONY 921 SW WASHINGTON PORTLAND,OR 97205			IN SUPPORT OF GENERAL OPERATING EXPENSES	500,000
NORTHWEST FILM CENTER 1219 SW SALMON PORTLAND,OR 97205			FOR ONGOING FILM EXHIBITION PROGRAMS	15,000
IMAGO THEATRE PO BOX 15182 PORTLAND,OR 97293			GENERAL OPERATING SUPPORT	10,000
LEWIS AND CLARK COLLEGE 0615 SW PALATINE HILL ROAD PORTLAND,OR 97219			SCIENCE INITIATIVES	797,080

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Name and address (home or business)				
a <i>Paid during the year</i>				
OREGON TRAIL LIBRARY DISTRICT BOX 107 BOARDMAN,OR 97818			FOR A NEW PUBLIC LIBRARY BUILDING	50,000
SATURDAY ACADEMY UNIVERSITY OF PORTLAND PORTLAND,OR 97203			GENERAL OPERATING SUPPORT AND A CHALLENGE GRANT FOR NEW AND INCREASED DONATIONS	25,000
ETHOS MUSIC CENTER 2 N KILLINGSWORTH PORTLAND,OR 97217			FOR A RURAL MUSIC CORPS PROGRAM	25,000
PDX SUMMER SCHOOL 3126 SE ANKENY ST PORTLAND,OR 97214			GENERAL OPERATING SUPPORT	5,000
DO JUMP 1515 SE 37TH AVE PORTLAND,OR 97214			FOR BUILDING FUNDRAISING CAPACITY	13,000
OREGON CHILDRENS FOUNDATION 101 SW MARKET STREET PORTLAND,OR 97201			FOR STRATEGIC PLANNING TO IMPROVE FINANCIAL STABILITY	50,000
REGIONAL ARTS & CULTURE COUNCIL 411 NW PARK AVENUE SUITE 101 PORTLAND,OR 97209			FOR THE RIGHT BRAIN INITIATIVE	50,000
PORTLAND INSTITUTE FOR CONTEMPORARY ART 224 NW 13TH AVE STE 305 PORTLAND,OR 97209			BUILDING DEVELOPMENT CAPACITY	20,000
CRATERIAN PERFORMANCES COMPANY 23 S CENTRAL AVE MEDFORD,OR 97501			GENERAL OPERATING SUPPORT	10,000
HILLSBORO SCHOOL DISTRICT 3083 NE 49TH PLACE 104 HILSSBORO,OR 97124			TEACHING AWARD	4,990
BAKER SCHOOL DISTRICT 5-J 2500 E STREET BAKER CITY,OR 97814			TEACHING AWARD	1,944
BEND SENIOR HIGH SCHOOL 320 NE 6TH STREET BEND,OR 97701			TEACHING AWARD	2,219
BURNS HIGH SCHOOL 1100 OREGON AVE BURNS,OR 97720			TEACHING AWARD	5,000
HENLEY HIGH SCHOOL 8245 HWY 39 KLAMATH FALLS,OR 97603			TEACHING AWARD	4,978
HOMESOURCE FAMILY CHARTER 1110 FAIRFIELD AVE 100 EUGENE,OR 97402			TEACHING AWARD	2,105

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Name and address (home or business)				
a <i>Paid during the year</i>				
THREE RIVERS SCHOOL DISTRICT 8550 NEW HOPE ROAD GRANTS PASS,OR 97533			TEACHING AWARD	3,469
IRRIGON JR SR HIGH SCHOOL 315 E WYOMING AVE IRRIGON,OR 97844			TEACHING AWARD	2,965
KLAMATH COUNTY SCHOOL DISTRICT 10501 WASHBURN WAY KLAMATH FALLS,OR 97603			TEACHING AWARD	2,988
MILWAUKIE HIGH SCHOOL 11300 SE 23RD AVE MILWAUKIE,OR 97222			TEACHING AWARD	4,308
PHOENIX HIGH SCHOOL 745 N ROSE STREET PHOENIX,OR 97535			TEACHING AWARD	4,975
REDMOND PROFICIENCY ACADEMY 657 SW GLACIER AVE REDMOND,OR 97756			TEACHING AWARD	4,776
REYNOLDS HIGH SCHOOL 1698 SW CHERRY PARK RD TROUTDALE,OR 97060			TEACHING AWARD	4,554
ROOSEVELT HIGH SCHOOL 6941 N CENTRAL STREET PORTLAND,OR 97203			TEACHING AWARD	1,145
ROOSEVELT HIGH SCHOOL 6941 N CENTRAL STREET PORTLAND,OR 97203			TEACHING AWARD	2,976
SCIO HIGH SCHOOL 38875 NW 1ST AVE SCIO,OR 97374			TEACHING AWARD	4,999
PORTLAND PUBLIC SCHOOLS 5210 NORTH KERBY AVENUE PORTLAND,OR 97217			TEACHING AWARD	4,303
SILVERTON HIGH SCHOOL 1456 PINE STREET SILVERTON,OR 97381			TEACHING AWARD	1,779
SOUTH EUGENE HIGH SCHOOL 400 E 19TH EUGENE,OR 97405			TEACHING AWARD	4,200
SOUTH MEDFORD HIGH SCHOOL 1551 CUNNINGHAM AVENUE MEDFORD,OR 97501			TEACHING AWARD	4,981
SUMMIT HIGH SCHOOL 2855 NW CLEARWATER DR BEND,OR 97701			TEACHING AWARD	1,524

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Name and address (home or business)				
a <i>Paid during the year</i>				
NORTH WASCO COUNTY SD #21 220 E 10TH STREET THE DALLES,OR 97058			TEACHING AWARD	4,990
TILLAMOOK SCHOOL DISTRICT #9 2510 1ST STREET TILLAMOOK,OR 97141			TEACHING AWARD	4,313
WEST ALBANY HIGH SCHOOL 1130 QUEEN AVE SW ALBANY,OR 97321			TEACHING AWARD	4,693
PORTLAND PUBLIC SCHOOLS 5210 NORTH KERBY AVENUE PORTLAND,OR 97217			TEACHING AWARD	5,000
YAMHILL CARLTON HIGH SCHOOL 275 N MAPLE STREET YAMHILL,OR 97148			TEACHING AWARD	4,461
CHURCHILL HIGH SCHOOL 1850 BAILEY HILL RD EUGENE,OR 97405			TEACHING AWARD	2,555
CULVER SCHOOL DISTRICT 4229 SW IRIS LANE CULVER,OR 97734			TEACHING AWARD	3,851
ECHO SCHOOL DISTRICT 600 GERONE ST ECHO,OR 97826			TEACHING AWARD	3,754
GLADSTONE SCHOOL DISTRICT 18800 PORTLAND AVE GLADSTONE,OR 97024			TEACHING AWARD	2,238
JACKSON COUNTY SCHOOL DISTRICT DISTRICT 11 N ROYAL EAGLE POINT,OR 97524			TEACHING AWARD	4,947
COTTAGE GROVE HIGH SCHOOL PO BOX 160 COTTAGE GROVE,OR 97424			TEACHING AWARD	4,049
EAGLE POINT HIGH SCHOOL 203 N PLATTE AVE EAGLE POINT,OR 97524			TEACHING AWARD	4,392
ESTACADA HIGH SCHOOL 355 NE 6TH STREET ESTACADA,OR 97023			TEACHING AWARD	4,983
HILLSBORO SCHOOL DISTRICT 3083 NE 49TH PLACE 104 HILSSBORO,OR 97124			TEACHING AWARD	1,000
BAKER SCHOOL DISTRICT 5-J 2500 E STREET BAKER CITY,OR 97814			TEACHING AWARD	1,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
BEND SENIOR HIGH SCHOOL 320 NE 6TH STREET BEND,OR 97701			TEACHING AWARD	1,000
BURNS HIGH SCHOOL 1100 OREGON AVE BURNS,OR 97720			TEACHING AWARD	1,000
HENLEY HIGH SCHOOL 8245 HWY 39 KLAMATH FALLS,OR 97603			TEACHING AWARD	1,000
HOMESOURCE FAMILY CHARTER 1110 FAIRFIELD AVE 100 EUGENE,OR 97402			TEACHING AWARD	1,000
THREE RIVERS SCHOOL DISTRICT 8550 NEW HOPE ROAD GRANTS PASS,OR 97533			TEACHING AWARD	1,000
IRRIGON JR SR HIGH SCHOOL 315 E WYOMING AVE IRRIGON,OR 97844			TEACHING AWARD	1,000
KLAMATH COUNTY SCHOOL DISTRICT 10501 WASHBURN WAY KLAMATH FALLS,OR 97603			TEACHING AWARD	1,000
MILWAUKIE HIGH SCHOOL 11300 SE 23RD AVE MILWAUKIE,OR 97222			TEACHING AWARD	1,000
PHOENIX HIGH SCHOOL 745 N ROSE STREET PHOENIX,OR 97535			TEACHING AWARD	1,000
REDMOND PROFICIENCY ACADEMY 657 SW GLACIER AVE REDMOND,OR 97756			TEACHING AWARD	1,000
REYNOLDS HIGH SCHOOL 1698 SW CHERRY PARK RD TROUTDALE,OR 97060			TEACHING AWARD	1,000
ROOSEVELT HIGH SCHOOL 6941 N CENTRAL STREET PORTLAND,OR 97203			TEACHING AWARD	1,000
ROOSEVELT HIGH SCHOOL 6941 N CENTRAL STREET PORTLAND,OR 97203			TEACHING AWARD	1,000
SCIO HIGH SCHOOL 38875 NW 1ST AVE SCIO,OR 97374			TEACHING AWARD	1,000
PORTLAND PUBLIC SCHOOLS 5210 NORTH KERBY AVENUE PORTLAND,OR 97217			TEACHING AWARD	1,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
SILVERTON HIGH SCHOOL 1456 PINE STREET SILVERTON,OR 97381			TEACHING AWARD	1,000
SOUTH EUGENE HIGH SCHOOL 400 E 19TH EUGENE,OR 97405			TEACHING AWARD	1,000
SOUTH MEDFORD HIGH SCHOOL 1551 CUNNINGHAM AVENUE MEDFORD,OR 97501			TEACHING AWARD	1,000
SUMMIT HIGH SCHOOL 2855 NW CLEARWATER DR BEND,OR 97701			TEACHING AWARD	1,000
NORTH WASCO COUNTY SD #21 220 E 10TH STREET THE DALLES,OR 97058			TEACHING AWARD	1,000
TILLAMOOK SCHOOL DISTRICT #9 2510 1ST STREET TILLAMOOK,OR 97141			TEACHING AWARD	1,000
WEST ALBANY HIGH SCHOOL 1130 QUEEN AVE SW ALBANY,OR 97321			TEACHING AWARD	1,000
PORTLAND PUBLIC SCHOOLS 5210 NORTH KERBY AVENUE PORTLAND,OR 97217			TEACHING AWARD	1,000
YAMHILL CARLTON HIGH SCHOOL 275 N MAPLE STREET YAMHILL,OR 97148			TEACHING AWARD	1,000
CHURCHILL HIGH SCHOOL 1850 BAILEY HILL RD EUGENE,OR 97405			TEACHING AWARD	1,000
CULVER SCHOOL DISTRICT 4229 SW IRIS LANE CULVER,OR 97734			TEACHING AWARD	1,000
ECHO SCHOOL DISTRICT 600 GERONE ST ECHO,OR 97826			TEACHING AWARD	1,000
GLADSTONE SCHOOL DISTRICT 18800 PORTLAND AVE GLADSTONE,OR 97024			TEACHING AWARD	1,000
JACKSON COUNTY SCHOOL DISTRICT 11 N ROYAL EAGLE POINT,OR 97524			TEACHING AWARD	1,000
COTTAGE GROVE HIGH SCHOOL PO BOX 160 COTTAGE GROVE,OR 97424			TEACHING AWARD	1,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
EAGLE POINT HIGH SCHOOL 203 N PLATTE AVE EAGLE POINT,OR 97524			TEACHING AWARD	1,000
ESTACADA HIGH SCHOOL 355 NE 6TH STREET ESTACADA,OR 97023			TEACHING AWARD	1,000
PORTLAND STATE UNIVERSITY FOUNDATION PO BOX 751 PORTLAND,OR 97207			SUSTAINABILITY INITIATIVES	1,250,000
OREGON COAST CHILDRENS THEATRE PO BOX 538 TOLEDO,OR 97391			FOR EXPANDING THE ARTS IN EDUCATION AND COMMUNITY ARTS INITIATIVE PROGRAMS	5,000
PHAME ACADEMY OF FINE ARTS 1631 NE BROADWAY 134 PORTLAND,OR 97232			GENERAL OPERATING SUPPORT	5,000
PORTLAND YOUTH PHILHARMONIC ASSOCIATION 520 SW 6TH AVE PORTLAND,OR 97204			GENERAL OPERATING SUPPORT	25,000
PORTLAND VILLAGE SCHOOL 7654 N DELAWARE AVENUE PORTLAND,OR 97217			GENERAL OPERATING SUPPORT	25,000
YOUNG MUSICIANS & ARTISTS PO BOX 13277 PORTLAND,OR 97213			FOR BUILDING MARKETING CAPACITY	11,000
DE LA SALLE NORTH CATHOLIC HIGH SCHOOL 7528 N FENWICK PORTLAND,OR 97217			FOR SCHOLARSHIPS	50,000
SHADOW PROJECT 6663 SW BEAVERTON HILLSDALE HWY 108 PORTLAND,OR 97225			FOR BUILDING FUNDRAISING CAPACITY	8,950
PETER BRITT GARDENS MUSIC AND ARTS FESTIVAL ASSOCIATION PO BOX 1124 MEDFORD,OR 97501			FOR THE BRITT CLASSICAL FESTIVAL	10,000
BODYVOX 1201 NW 17TH AVE PORTLAND,OR 97209			AN ARTISTIC RESERVE FUND	15,000
PORTLAND TAIKO 3230 NE COLUMBIA BLVD PORTLAND,OR 97211			FALL 2012 PERFORMANCES	10,000
PORTLAND FESTIVAL SYMPHONY PO BOX 585 PORTLAND,OR 97207			FOR FREE SUMMER CLASSICAL CONCERTS IN PORTLAND AREA PARKS	5,000
PROFILE THEATRE PROJECT PO BOX 14845 PORTLAND,OR 97293			GENERAL OPERATING SUPPORT	15,000

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a <i>Paid during the year</i>				
PACIFIC NORTHWEST COLLEGE OF ART 1241 NW JOHNSON STREET PORTLAND,OR 97209			A CHALLENGE GRANT TO INCREASE ANNUAL FUND	60,000
MUSEUM OF CONTEMPORARY CRAFT 724 NW DAVIS STREET PORTLAND,OR 97209			FOR A CHALLENGE GRANT TO INCREASE ANNUAL FUND	35,000
INDEPENDENT PUBLISHING RESOURCE CENTER 1001 SE DIVISION ST ST 2 PORTLAND,OR 97202			FOR BUILDING STAFF CAPACITY	15,000
OREGON COMMUNITY FOUNDATION 1221 SW YAMHILL SUITE 100 PORTLAND,OR 97205			FOR GLAD PROFESSIONAL TRAINING FOR TEACHERS	17,500
ARTS CENTRAL 875 NW BROOKS STREET BEND,OR 97701			FOR BUILDING ADMINISTRATIVE CAPACITY AND GENERAL OPERATING EXPENSES	10,000
PORTLAND READING FOUNDATION PO BOX 80516 PORTLAND,OR 97209			FOR SUSTAINABLE PROGRAM EXPANSION	25,000
KIDS UNLIMITED OF OREGON 821 NORTH RIVERSIDE MEDFORD,OR 97501			TO SUPPORT AFTERSCHOOL PROGRAMMING	20,000
I HAVE A DREAM FOUNDATION - OREGON 2916 ALBERTA STREET PORTLAND,OR 97211			FOR THE DREAMER SCHOOL PROJECT	200,000
LA SALLE CATHOLIC COLLEGE PREPARATORY 11999 SE FULLER ROAD MILWAUKIE,OR 97222			FOR TEACHER AND CURRICULUM DEVELOPMENT	20,000
PORTLAND ACTORS CONSERVATORY 1436 SW MONTGOMERY STREET PORTLAND,OR 97201			FOR A NEW CAMPAIGN TO INCREASE THE CONSERVATORYS APPLICANT POOL	20,000
PORTLAND PLAYHOUSE 602 NE PRESCOTT ST PORTLAND,OR 97211			FOR BUILDING STAFF CAPACITY	20,000
COOS COUNTY HISTORICAL SOCIETY 1220 SHERMAN AVENUE NORTH BEND,OR 97459			AN EXHIBIT DESIGN PROJECT	25,000
HAND2MOUTH THEATRE 6551 NORTH MARYLAND STREET PORTLAND,OR 97217			GENERAL OPERATING SUPPORT	7,500
PORTLAND JAPANESE GARDEN PO BOX 3847 PORTLAND,OR 97208			GENERAL OPERATING SUPPORT	25,000
NW DOCUMENTARY 115 SW ASH STREET SUITE 620 PORTLAND,OR 97204			GENERAL OPERATING SUPPORT	10,000

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a <i>Paid during the year</i>				
PORTLAND CHILDRENS MUSEUM 4015 SW CANYON ROAD PORTLAND, OR 97221			FOR EDUCATIONAL PROGRAMMING	30,000
REED COLLEGE 3203 SE WOODSTOCK BLVD PORTLAND, OR 97202			FOR IMPROVEMENTS TO THE THEATRE ARTS PROGRAM	199,999
SOUTH MEDFORD HIGH SCHOOL 1551 CUNNINGHAM AVENUE MEDFORD, OR 97501			FOR THE LEADERSHIP/LINKS PROGRAM	20,000
SCIENCEWORKS HANDS-ON MUSEUM 1500 E MAIN STREET ASHLAND, OR 97520			FOR HIRING AN EXHIBIT MANAGER + EXHIBIT MATERIALS	25,000
KUKATONON 1530 NE MARINE DR PORTLAND, OR 97211			FOR THE 2012-2013 PERFORMANCE SEASON	2,000
BUSINESS EDUCATION COMPACT 12655 SW CENTER ST SUITE 430 BEAVERTON, OR 97005			FOR PROFICIENCY-BASED TEACHING AND LEARNING PROGRAMS	40,000
BLUE SKY GALLERY 122 NW 8TH AVENUE PORTLAND, OR 97209			GENERAL OPERATING SUPPORT	8,500
PORTLAND PIANO INTERNATIONAL PO BOX 6469 PORTLAND, OR 97228			BUILDING MARKETING CAPACITY	10,000
METROPOLITAN YOUTH SYMPHONY 4800 SW MACADAM AVENUE SUITE 105 PORTLAND, OR 97239			GENERAL OPERATING SUPPORT	10,000
EUGENE SYMPHONY ASSOCIATION 115 W 8TH AVENUE SUITE 115 EUGENE, OR 97401			GENERAL OPERATING SUPPORT	20,000
ARTISTS REPERTORY THEATRE 1515 SW MORRISON ST PORTLAND, OR 97205			GENERAL OPERATING SUPPORT	25,000
CLATSOP COUNTY HISTORICAL SOCIETY PO BOX 88 ASTORIA, OR 97103			A NEW PERMANENT EXHIBIT IN THE IMMIGRANT GALLERY	15,000
ALL CLASSICAL PUBLIC MEDIA INC 515 NE 15TH AVE PORTLAND, OR 97232			GENERAL OPERATING SUPPORT	20,000
CAPPELLA ROMANA 3131 NE GLISAN ST PORTLAND, OR 97232			GENERAL OPERATING SUPPORT	5,000
WORDSTOCK 810 SE BELMONT ST STUDIO 5 PORTLAND, OR 97214			GENERAL OPERATING SUPPORT	20,000

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Name and address (home or business)				
a Paid during the year				
OREGON EAST SYMPHONY PO BOX 1436 PENDLETON,OR 97801			FOR YOUTH EDUCATION AND PERFORMANCE PROGRAMMING	5,000
NORTHWEST CHILDREN'S THEATER & SCHOOL 1819 NW EVERETT STREET SUITE 216 PORTLAND,OR 97211			GENERAL OPERATING SUPPORT	15,000
CHALKBOARD PROJECT 221 NW 2ND AVE PORTLAND,OR 97209			TO SUPPORT THE TEACHOREGON PROGRAM	20,000
LAKE COUNTY LIBRARY DISTRICT 513 CENTER STREET LAKEVIEW,OR 97630			IN SUPPORT OF BUILDING A NEW LIBRARY	100,000
COASTAL COMMUNITIES CULTURAL CENTER 540 HIGHWAY 101 LINCOLN CITY,OR 97367			FOR A NEW EXECUTIVE DIRECTOR POSITION	10,000
LITERARY ARTS 925 SW WASHINGTON PORTLAND,OR 97205			FOR CAPACITY BUILDING	10,000
SHADOW PROJECT 6663 SW BEAVERTON HILLSDALE HWY 108 PORTLAND,OR 97225			FOR BUILDING FUNDRAISING CAPACITY	6,085
SUNRIVER MUSIC FESTIVAL PO BOX 4308 SUNRIVER,OR 97707			FOR BUILDING FUNDRAISING CAPACITY	25,000
OREGON COAST AQUARIUM 2820 SE FERRY SLIP RD NEWPORT,OR 97365			GENERAL OPERATING SUPPORT	50,000
BODYVOX 1201 NW 17TH AVE PORTLAND,OR 97209			AN ARTISTIC RESERVE FUND	15,000
ARTSEAST PO BOX 541 LA GRANDE,OR 97850			GENERAL OPERATING SUPPORT	10,000
FEARNOMUSIC PO BOX 1262 PORTLAND,OR 97207			GENERAL OPERATING SUPPORT	5,000
HIGH DESERT MUSEUM 59800 SOUTH HIGHWAY 97 BEND,OR 97702			FOR MUSEUM EXHIBITS	25,000
PORTLAND BAROQUE ORCHESTRA 1020 SW TAYLOR ST SUITE 200 PORTLAND,OR 97205			GENERAL OPERATING SUPPORT	25,000
SANTIAM HIGH SCHOOL 265 SW EVERGREEN ST MILL CITY,OR 97360			GENERAL OPERATING SUPPORT	1,000
Total  3a				9,054,768

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Name and address (home or business)				
b <i>Approved for future payment</i>				
BROADWAY ROSE THEATRE COMPANYPO BOX 231004 TIGARD,OR 97281			A CHALLENGE GRANT TO INCREASE FUNDRAISING CAPACITY	20,000
COLUMBIA RIVER MARITIME MUSEUM1792 MARINE DRIVE ASTORIA,OR 97103			FOR PROGRAM START UP COSTS SPECIFIC TO MARKETING AND STAFF	60,000
CROSSROADS CARNEGIE ART CENTER INC2020 AUBURN AVE BAKER CITY,OR 97814			GENERAL OPERATING SUPPORT	10,000
FRIENDS OF CHAMBER MUSIC222 NW DAVIS ST SUITE 405 PORTLAND,OR 97209			GENERAL OPERATING SUPPORT AND MATCHING FUNDS	20,000
LORD LEEBRICK THEATRE COMPANY174 WEST BROADWAY EUGENE,OR 97401			GENERAL OPERATING SUPPORT	10,000
OREGON MUSEUM OF SCIENCE AND INDUSTRY1945 SE WATER AVENUE PORTLAND,OR 97214			GENERAL OPERATING SUPPORT	75,000
PENDULUM AERIAL ARTS2525 SW PATTON ROAD PORTLAND,OR 97201			GENERAL OPERATING SUPPORT	5,000
WHITE BIRD5620 SW EDGEMONT PLACE PORTLAND,OR 97239			GENERAL OPERATING SUPPORT	75,000
BAG&BAGGAGE PRODUCTIONSPO BOX 3176 HILLSBORO,OR 97123			FOR INCREASING STAFF CAPACITY	15,000
HIGH DESERT CHAMBER MUSICPO BOX 1272 BEND,OR 97709			GENERAL OPERATING SUPPORT	2,500
PETER BRITT GARDENS MUSIC AND ARTS FESTIVAL ASSOCIATIONPO BOX 1124 MEDFORD,OR 97501			GENERAL OPERATING SUPPORT	15,000
CAMP FIRE COLUMBIA619 SW 11TH AVENUE SUITE 234 PORTLAND,OR 97205			CLASSROOM-BASED CURRICULUM FOR COLLEGE/CAREER READINESS FOR AT-RISK YOUTH	25,000
CREATIVE MUSIC GUILD4323 NE 18TH AVE PORTLAND,OR 97211			TO PROVIDE SOUND EQUIPMENT AND OTHER PERFORMANCE RELATED MATERIALS	2,500
DANCING PEOPLE COMPANY310 OAK STREET 5 ASHLAND,OR 97520			TO CREATE NEW CHOREOGRAPHY PRESENTED AT AN ANNUAL SERIES	5,000
NORTHWEST DANCE PROJECTPO BOX 42488 PORTLAND,OR 97242			GENERAL OPERATING SUPPORT	25,000
NATURE OF WORDSPO BOX 56 BEND,OR 97709			GENERAL OPERATING SUPPORT	7,000
ROGUE VALLEY SYMPHONY ASSOCIATION1250 SISKIYOU BLVD ASHLAND,OR 97520			GENERAL OPERATING SUPPORT	5,000
YOUTH SYMPHONY OF SOUTHERN OREGONPO BOX 4291 MEDFORD,OR 97501			CONCERT PRODUCTION AND PROGRAMMING COSTS	5,000
ARTISTS REPERTORY THEATRE 1515 SW MORRISON ST PORTLAND,OR 97205			GENERAL OPERATING SUPPORT	25,000
ARTS COUNCIL OF PENDLETON 214 NORTH MAIN PENDLETON,OR 97801			GENERAL OPERATING SUPPORT	10,000
ARTS COUNCIL OF PENDLETON 214 NORTH MAIN PENDLETON,OR 97801			GENERAL OPERATING SUPPORT	10,000
BAG&BAGGAGE PRODUCTIONSPO BOX 3176 HILLSBORO,OR 97123			FOR INCREASING STAFF CAPACITY	15,000
BLUE SKY GALLERY122 NW 8TH AVENUE PORTLAND,OR 97209			GENERAL OPERATING SUPPORT	7,000
BUSINESS EDUCATION COMPACT 12655 SW CENTER ST SUITE 430 BEAVERTON,OR 97005			FOR PROFICIENCY-BASED TEACHING AND LEARNING PROGRAMS	40,000
CHAMBER MUSIC NORTHWEST522 SW FIFTH AVE SUITE 920 PORTLAND,OR 97204			GENERAL OPERATING SUPPORT	50,000
CHAMBER MUSIC NORTHWEST522 SW FIFTH AVE SUITE 920 PORTLAND,OR 97204			GENERAL OPERATING SUPPORT	50,000
COLLEGE POSSIBLE450 N SYNDICATE ST STE 325 ST PAUL,OR 55104			TO LAUNCH A PROGRAM HELPING LOW-INCOME STUDENTS EARN ADMISSION TO AND GRADUATE FROM COLLEGE	50,000
COLLEGE POSSIBLE450 N SYNDICATE ST STE 325 ST PAUL,OR 55104			TO LAUNCH A PROGRAM HELPING LOW-INCOME STUDENTS EARN ADMISSION TO AND GRADUATE FROM COLLEGE	50,000
COLUMBIA CENTER FOR THE ARTS PO BOX 1543 HOOD RIVER,OR 97031			GENERAL OPERATING SUPPORT	15,000
COLUMBIA CENTER FOR THE ARTS PO BOX 1543 HOOD RIVER,OR 97031			GENERAL OPERATING SUPPORT	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
COLUMBIA GORGE ARTS IN EDUCATION1009 EUGENE STREET HOOD RIVER,OR 97031			GENERAL OPERATING SUPPORT AND A CHALLENGE GRANT FOR NEW AND INCREASED DONATIONS	5,000
DE LA SALLE NORTH CATHOLIC HIGH SCHOOL7528 N FENWICK PORTLAND,OR 97217			FOR SCHOLARSHIPS	50,000
FRIENDS OF CHAMBER MUSIC222 NW DAVIS ST SUITE 405 PORTLAND,OR 97209			GENERAL OPERATING SUPPORT AND MATCHING FUNDS	15,000
HAND2MOUTH THEATRE6551 NORTH MARYLAND STREET PORTLAND,OR 97217			GENERAL OPERATING SUPPORT	2,500
HAND2MOUTH THEATRE6551 NORTH MARYLAND STREET PORTLAND,OR 97217			GENERAL OPERATING SUPPORT	5,000
HIGH DESERT CHAMBER MUSICPO BOX 1272 BEND,OR 97709			GENERAL OPERATING SUPPORT	2,500
HIGH DESERT MUSEUM59800 SOUTH HIGHWAY 97 BEND,OR 97702			FOR MUSEUM EXHIBITS	25,000
METROPOLITAN YOUTH SYMPHONY 4800 SW MACADAM AVENUE SUITE 105 PORTLAND,OR 97239			GENERAL OPERATING SUPPORT	10,000
NORTHWEST ACADEMY1130 SW MAIN STREET PORTLAND,OR 97205			TO FACILITATE A MOVE TO A NEW FACILITY	125,000
OREGON EAST SYMPHONYPO BOX 1436 PENDLETON,OR 97801			FOR YOUTH EDUCATION AND PERFORMANCE PROGRAMMING	5,000
OREGON MUSEUM OF SCIENCE AND INDUSTRY1945 SE WATER AVENUE PORTLAND,OR 97214			GENERAL OPERATING SUPPORT	75,000
OREGON WRITERS COLONYPO BOX 15200 PORTLAND,OR 97293			FOR INCREASING A STAFF POSITION	5,000
PDX JAZZ133 SW 2ND AVENUE SUITE 420 PORTLAND,OR 97204			GENERAL OPERATING SUPPORT	10,000
PETER BRITT GARDENS MUSIC AND ARTS FESTIVAL ASSOCIATIONPO BOX 1124 MEDFORD,OR 97501			GENERAL OPERATING SUPPORT	15,000
PORTLAND COLUMBIA SYMPHONY PO BOX 6559 PORTLAND,OR 97228			GENERAL OPERATING SUPPORT	7,500
PORTLAND PIANO INTERNATIONAL PO BOX 6469 PORTLAND,OR 97228			BUILDING MARKETING CAPACITY	10,000
PORTLAND VILLAGE SCHOOL7654 N DELAWARE AVENUE PORTLAND,OR 97217			GENERAL OPERATING SUPPORT	25,000
ROGUE GALLERY & ART CENTER40 SOUTH BARTLETT STREET MEDFORD,OR 97501			GENERAL OPERATING SUPPORT	7,500
SALEMKEIZER COALITION FOR EQUALITYPO BOX 4296 SALEM,OR 97302			FOR IMPROVING EDUCATION OUTCOMES FOR LOW-INCOME, SPANISH-SPEAKING STUDENTS	25,000
SALEMKEIZER COALITION FOR EQUALITYPO BOX 4296 SALEM,OR 97302			FOR IMPROVING EDUCATION OUTCOMES FOR LOW-INCOME, SPANISH-SPEAKING STUDENTS	25,000
SCHOOLHOUSE SUPPLIES2735 NE 82ND AVE PORTLAND,OR 97202			GENERAL OPERATING SUPPORT	20,000
SCHOOLHOUSE SUPPLIES2735 NE 82ND AVE PORTLAND,OR 97202			GENERAL OPERATING SUPPORT	10,000
STAGED MUSICAL THEATRE1002 15TH ST OREGON CITY,OR 97045			FOR INCREASING TWO STAFF POSITIONS	10,000
STAGED MUSICAL THEATRE1002 15TH ST OREGON CITY,OR 97045			FOR INCREASING TWO STAFF POSITIONS	10,000
SUNRIVER MUSIC FESTIVALPO BOX 4308 SUNRIVER,OR 97707			GENERAL OPERATING SUPPORT	15,000
SUNRIVER MUSIC FESTIVALPO BOX 4308 SUNRIVER,OR 97707			GENERAL OPERATING SUPPORT	10,000
TRIANGLE PRODUCTIONS1785 NE SANDY BLVD MB 2 PORTLAND,OR 97232			GENERAL OPERATING SUPPORT	20,000
TRIANGLE PRODUCTIONS1785 NE SANDY BLVD MB 2 PORTLAND,OR 97232			GENERAL OPERATING SUPPORT	10,000
WHITE BIRD5620 SW EDGEMONT PLACE PORTLAND,OR 97239			GENERAL OPERATING SUPPORT	75,000
Total  3b				1,344,000

TY 2012 Accounting Fees Schedule**Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GEFFEN MESHER & CO , P C	12,000	6,000		0
YVONNE BLEWETT, C P A	20,090	16,072		0
MCDONALD JACOBS, P C	12,887	6,444		6,443

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SOFTWARE	2010-10-15	16,964	7,070	200DB	3 0000000000000	2,512	0		
FURNITURE AND FIXTURES	2009-03-16	35,128	11,775	200DB	7 0000000000000	4,387	0		
COMPUTERS	2007-01-31	8,954	8,639	200DB	5 0000000000000	315	0		

TY 2012 General Explanation Attachment

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Identifier	Return Reference	Explanation
		ATTACHMENT TO PART VIII, LINE 1(C)IN ADDITION TO SERVING AS A DIRECTOR, CHARLES H PUTNEY IS AN INVESTMENT MANAGER FOR THE FOUNDATION HE RECEIVES NO COMPENSATION FOR HIS ROLE AS A DIRECTOR

TY 2012 Investments Corporate Bonds Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MISSOURI PAC RR CO B FLAT RATE 04.750% MATURES 01/01/30	9,730	13,483
WEYERHAEUSER CO NTS B/E RATE 07.250% MATURES 07/01/13	485,000	532,710
ALCOA INC B/E RATE 06.000% MATURES 07/15/13	545,939	615,645
GENERAL MOTORS CORP 7.3750% SENIOR NOTES	195,389	0
TRAVELERS PPTY CASUALTY CORP RATE 05.000% MATURES 03/15/13	154,493	159,816
PPL ENERGY SUPPLY LLC CALL RATE 06.300% MATURES 07/15/13	226,273	238,235
WELLPOINT INC NTS B/E RATE 06.000% MATURES 02/15/14	301,153	324,311
WELLS FARGO & CO NEW GLOBAL NOTES RATE 04.625% MATURES 04/15/14	275,001	318,415
HUMANA INC NTS RATE 06.450% MATURES 06/01/16	117,593	158,633
FORD MOTOR CREDIT CO GLOBAL NOTE RATE 7.000% MATURES 10/01/2013	708,524	739,570
SPRINT NEXTEL CORP RATE 6.000% MATURES 12/01/2016	494,375	546,250
UNITED STS STLCPR NEW SR NT RATE 6.050% MATURES 06/01/2017	397,538	421,017
FORD MOTOR CREDIT CO LLC RATE 03.000% MATURES 06/20/13	996,000	1,006,257
ZIONS BANCORPORATION SR NT 4% DUE 6/20/2016	295,500	309,007
FELCOR LODGING TR INC 8% DEP SHS REPSTG	257,000	244,800

TY 2012 Investments Corporate
 Stock Schedule

Name: JAMES F & MARION L MILLER FOUNDATION
 EIN: 03-0373895

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALCOA INC	2,957,531	2,604,000
APPLIED MATERIALS INC	1,371,796	1,372,800
AT&T INC	1,121,000	1,348,400
BP PLC SPON ADR	3,889,208	3,331,200
BRISTOL MYERS SQUIBB CO	1,255,400	1,629,500
E I DU PONT DE NEMOURS	2,563,277	3,148,495
FIRST NATIONAL BANK ALASKA	310,965	670,000
GENERAL ELECTRIC CO	4,014,410	4,827,700
HONDA MOTOR CO ADR JAPAN	696,215	1,108,200
INTEL CORP	6,882,453	6,598,400
IBM	827,457	1,915,500
INTL PAPER CO	4,524,043	7,171,200
MERCK & CO	4,646,438	6,156,107
NOVARTIS AG SPON ADR	599,000	949,500
PETROLEO BRASILEIRO SA NON VTG	2,278,342	8,496,400
PETROLEO BRASILEIRO SA	260,600	778,800
PFIZER INC	6,527,654	7,423,473
POPULAR INC	790,291	623,700
ROYAL DUTCH SHELL PLC CL A	2,793,963	4,137,000
SASOL LTS SPON ADR	1,517,938	3,030,300
TRAVELERS COS INC/THE	1,368,367	2,484,972
STORA ENSO OYJ REPSTG SER R	1,525,188	968,100
UNILEVER NV N Y SHS NEW	866,702	1,590,540
AETNA INC	2,555,269	3,473,250
CHEVRON CORP	1,573,942	3,244,200
CONOCOPHILLIPS	1,871,351	2,899,500
EXXON MOBIL CORP	959,483	1,731,000
WTB FINANCIAL CORP NON-VOTING CL B	819,035	833,245
WTB FINANCIAL CORP VTG CL A	1,160	24,060
US AIRWAYS GROUP INC	429,600	540,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GLAXO SMITHKLINE PLC ADR	1,599,800	1,738,800
POSCO SPON ADR	640,988	410,750
ABBOTT LABS	2,645,326	3,930,000
ELI LILLY & CO	2,067,259	2,959,200
AMGEN INC	1,611,085	2,586,000
BOEING CO	1,374,778	1,507,200
EXELON CORP	1,011,090	743,500
FRONTIER COMMUNICATIONS CORP	1,100,820	898,800
JOHNSON & JOHNSON	1,173,483	1,402,000
MEADWESTVACO CORP	584,274	956,100
MICRON TECHNOLOGY INC	1,878,000	1,648,400
NUCOR CORP	1,688,688	1,942,200
VODAFONE GROUP PLC	1,654,700	1,763,300
ALLSTATE CORP	621,136	803,400
CORNING INC	2,218,500	2,145,400
DOW CHEMICAL CO	1,933,177	2,424,705
FORD MOTOR CO	1,728,547	1,942,500
HALLIBURTON CO	338,800	346,900
MICROSOFT CORP	3,487,938	3,472,261
TELEFONICA SA SPONSORED ADR	1,530,217	969,150
GENERAL MOTORS COMPANY	1,486,154	1,585,823
ASHLAND INC	161,513	238,014
BROOKDALE SR LIVING INC	167,465	254,846
CINTAS CORP	141,914	191,003
CNO FINANCIAL GROUP INC	118,545	167,707
COMPASS MINERALS INTL INC	85,825	84,049
CROWN HOLDINGS INC	194,717	208,529
DARLING INTERNATIONAL INC	128,698	156,310
FLUOR CORP	134,235	133,046
FOREST OIL CORP	239,012	142,664

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HARRIS CORP	119,872	152,510
HERTZ GLOBAL HLDGS INC	155,695	210,534
IRON MOUNTAIN INC	151,228	149,288
KLA-TENCOR CORP	133,502	136,594
MEADWESTVACO CORP	142,506	176,560
ONEOK INC	224,774	251,370
OWENS ILLINOIS INC	206,215	214,933
SBA COMMUNICATIONS CORP	110,071	202,293
SLM CORPORATION	111,773	141,066
TIDEWATER INC	152,209	136,497
VERISK ANALYTICS INC	159,099	231,659
WILLIAMS COMPANIES INC	150,180	195,130
XYLEM INC	147,875	166,665
ASPEN INSURANCE HOLDINGS LIMITED	140,886	169,222
CIGNA CORPORATION	420,600	534,600
CISCO SYSTEMS INC	345,000	392,988
CSX CORP	407,799	394,600
FREPORT MCMORAN COPPER & GOLD PAR	1,333,498	1,368,000
GANNETT CO INC	530,182	720,400
UNITED CONTINENTAL HLDGS INC	385,000	467,600
WELLS FARGO & CO	308,500	341,800
DESTSCHE TELEKOM AG	203,103	226,640
OI S A SPONSORED ADR	165,282	80,797
TEVA SA	792,774	746,800
TOTAL SA	935,399	1,040,200
FIRST AMERICAN FINANCIAL CORP	55,480	68,657
GENWORTH FINANCIAL INC COM CL A	245,546	242,873
HILLSHIRE BRANDS CO COM	117,765	117,203
INGREDION INC COM	107,904	147,867
JOHN WILEY & SONS INC CL A	131,682	111,145

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KEYCORP NEW	101,371	112,996
MANPOWER GROUP	87,165	79,151
OIL STATES INTERNATIONAL INC	94,143	87,994
WPX ENERGY INC	139,947	118,236
ACTIVISION BLIZZARD INC	67,426	59,037
ADVENT SOFTWARE INC	45,359	35,405
ALBEMARLE CORP	149,098	161,201
ALEXANDER & BALDWIN INC NEW	75,506	64,849
ATWOOD OCEANICS INC	120,545	133,203
BROWN-FORMAN CORPORATION CLASS B COMMON STOCK	91,330	90,321
CABELAS INC	81,581	87,049
CARMAX INC	101,319	137,096
EATON VANCE CORP NON VTG	69,145	82,746
ENERGIZER HOLDINGS INC	142,960	149,563
HASBRO INC	42,111	46,203
HERSHEY COMPANY(THE)FORMERLY HERSHEY FOODS CORP	111,089	111,580
KINDER MORGAN MGMT LLC SHS	122,486	120,057
LORILLARD INC	111,552	93,103
M&T BANK CORP	66,159	77,693
MARTIN MARIETTA MATERIALS INC	45,001	51,760
MATSON INC	55,178	54,582
MBIA INC	49,599	36,801
MEADWESTVACO CORP	92,215	102,908
MICREL INC	62,491	64,562
NEWMARKET CORPORATION	149,182	170,954
NU SKIN ENTERPRISES INC	131,843	103,777
OLD DOMINION FREIGHT LINES INC	71,712	87,448
PRICESMART INC	111,174	122,260
SERVICE CORP INTERNATIONAL	92,336	98,617
STAPLES INC	74,795	68,001

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEMUR PEDIC INTERNATIONAL INC	98,648	99,194
TENET HEALTHCARE CORP	91,016	146,472
VALUECLICK INC	76,057	91,071
MONTPELIER RE HOLDINGS LTD	133,258	141,023
WHITE MOUNTAINS INSURANCE GROUP LTD	143,057	139,565
UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL INTEREST	0	6,932
WHITE MOUNTAINS INSURANCE GROUP LTD	80,438	77,765
ALBEMARLE CORP	78,055	84,421
ALEXANDER & BALDWIN INC NEW	36,279	31,162
ALTRIA GROUP INC	69,705	61,528
BERKSHIRE HATHAWAY INC DEL CL B NEW	99,404	106,474
BLACKROCK INC	61,460	65,114
BRISTOL MYERS SQUIBB CO	73,403	67,331
BROWN-FORMAN CORPORATION CLASS B COMMON STOCK	23,856	23,592
CARMAX INC	64,027	86,943
CHEVRON CORP	79,940	80,672
CISCO SYSTEMS INC	57,613	69,755
COCA COLA COMPANY (THE)	59,959	56,840
CONOCOPHILLIPS	28,377	29,633
CORNING INC	54,907	56,386
DOMINION RESOURCES INC VA NEW	42,213	40,352
DUKE ENERGY CORP HOLDING COMPANY NEW	38,966	37,323
EATON VANCE CORP NON VTG	56,834	68,032
EMC CORP-MASS	72,997	78,860
ENERGIZER HOLDINGS INC	58,711	61,425
FEDEX CORP	32,659	32,561
HERSHEY COMPANY(THE)FORMERLY HERSHEY FOODS CORP	24,089	24,194
INTEL CORP	60,490	49,302
INTERNATIONAL BUSINESS MACHINES CORP	54,969	56,890
KINDER MORGAN MGMT LLC SHS	22,788	22,336

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LOWES COMPANIES INC	54,980	65,286
MEADWESTVACO CORP	48,510	54,147
MICROSOFT CORP	66,468	60,204
NEWMARKET CORPORATION	100,080	114,581
PFIZER INC	42,982	46,547
PHILIP MORRIS INTERNATIONAL INC	36,876	33,958
VERIZON COMMUNICATIONS	53,962	51,535
VISA INC CL A COMMON STOCK	64,200	76,699
WALMART STORES INC	55,252	51,650
WELLS FARGO & CO	81,054	81,485

TY 2012 Investments - Other Schedule**Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OMEGA HEALTHCARE INVESTORS INC	AT COST	140,661	186,269
WEYERHAEUSER CO	AT COST	126,679	195,296
OI S A SPONSORED ADR	AT COST	1,327,510	772,398
REDWOOD TRUST INC	AT COST	138,667	151,250
HATTERAS FINANCIAL CORP	AT COST	71,267	60,785
UDR INC COM	AT COST	58,697	52,435
HATTERAS FINANCIAL CORP	AT COST	31,379	26,770

TY 2012 Land, Etc. Schedule**Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
SOFTWARE	16,964	9,582	7,382	
FURNITURE AND FIXTURES	35,128	16,162	18,966	
COMPUTERS	8,954	8,954	0	

TY 2012 Legal Fees Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TONKON TORP LLP	6,473	3,240		1,826
KLEINBERG, KAPLAN, WOLFF & COHEN	3,322	3,322		0

TY 2012 Other Assets Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	114,713	71,572	71,572

TY 2012 Other Expenses Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	1,200	0		1,200
OFFICE SUPPLIES	4,307	0		4,307
PAYROLL SERVICE	917	46		871
PROGRAM EDUCATION	19,470	0		19,470
WEBSITE FEES AND TECHNICAL SUPPORT	15,413	0		15,413
INSURANCE	10,296	1,893		8,403
POSTAGE AND DELIVERY	900	0		900
TELEPHONE	3,142	0		3,142
MISCELLANEOUS	474	0		474
TEACHER AWARDS LUNCHEON	5,662	0		5,662
INVESTMENT CONSULTING	30,000	30,000		0
LARGE ARTS INITIATIVE	5,850	0		5,850
STATE REGISTRATION	50	0		50
CONTRACTED SERVICES	906	0		906
PRINTING AND REPRODUCTION	115	0		115

TY 2012 Other Income Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME FROM SECURITIES AND LITIGATION SETTLEMENTS	6,433	6,433	6,433
OTHER INVESTMENT INCOME	20	20	20

TY 2012 Other Professional Fees Schedule**Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	248,916	248,916		0
RBC ADVISOR PROGRAM FEES	141,539	141,539		0
INVESTMENT MANAGEMENT FEES-LONDON CO	10,924	10,924		0

TY 2012 Taxes Schedule**Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD ON DIVIDENDS	87,910	87,910		0
INVESTMENT EXCISE TAX	77,168	0		0