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

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation: The David B. Miller Family Foundation

A Employer identification number: 20-8103224

Number and street (or P O box number if mail is not delivered to street address): 3811 Turtle Creek Blvd. Room/suite: 1080

B Telephone number (see the instructions): (214) 599-0800

City or town: Dallas State: TX ZIP code: 75219

C If exemption application is pending, check here ►

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

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

H Check type of organization: [X] Section 501(c)(3) exempt private foundation; Section 4947(a)(1) nonexempt charitable trust; Other taxable private foundation

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

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 1,242,192.

J Accounting method: [X] Cash Accrual Other (specify) (*Part I, column (d) must be on cash basis*)

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

Part I **Analysis of Revenue and Expenses** (*The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).*)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)	5,493,708.			
2 Ck ► if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	82.	82.	82.	
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	368,873.			
b Gross sales price for all assets on line 6a 1,079,105.				
7 Capital gain net income (from Part IV, line 2)		368,873.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	5,862,663.	368,955.	82.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	3,098.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 **Total operating and administrative expenses.** Add lines 13 through 23	3,098.			
25 Contributions, gifts, grants paid	4,346,897.			4,346,897.
26 **Total expenses and disbursements.** Add lines 24 and 25	4,349,995.			4,346,897.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	1,512,668.			
b **Net investment income** (if negative, enter -0-)		368,955.		
c **Adjusted net income** (if negative, enter -0-)			82.	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	87,613.	1,221,142.	1,221,142.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0.	21,050.	21,050.
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	87,613.	1,242,192.	1,242,192.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	87,613.	1,242,192.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	87,613.	1,242,192.	
	31 Total liabilities and net assets/fund balances (see instructions)	87,613.	1,242,192.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	87,613.
2	Enter amount from Part I, line 27a	2	1,512,668.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,600,281.
5	Decreases not included in line 2 (itemize) ► FMV in Excess of Tax Basis for Securities Received	5	358,089.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,242,192.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	8,807.8 Third Avenue Value Fund	D	12/29/08	04/03/12
b	13,469.02 Columbia Value and Restructuring Fund	D	12/29/08	04/03/12
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	404,846.		280,000.	124,846.
b	674,259.		430,232.	244,027.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				124,846.
b				244,027.
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	368,873.
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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	3,267,680.	218,873.	14.929571
2010	2,148,904.	197,378.	10.887252
2009	1,972,457.	337,803.	5.839075
2008	1,839,762.	300,699.	6.118284
2007	797,022.	860,072.	0.926692

2	**Total** of line 1, column (d)	2	38.700874
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	7.740175
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,016,767.
5	Multiply line 4 by line 3	5	7,869,955.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,690.
7	Add lines 5 and 6	7	7,873,645.
8	Enter qualifying distributions from Part XII, line 4	8	4,346,897.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter: _______ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b	1	7,379.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	7,379.
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	7,379.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	72.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	7,451.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	0.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► — Refunded ►	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX - Texas			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► David B. Miller Telephone no ► (214) 599-0800

Located at ► 3811 Turtle Creek Blvd., Suite 1000 Dallas TX ZIP + 4 ► 75219

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 |

			Yes	No
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		X
	See the 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
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
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?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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.)	2 b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b		X

TEEA0305 12/07/12

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
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? *If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No			
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? *If 'Yes' to 6b, file Form 8870*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
David B. Miller 3700 McFarlin, Dallas, TX 75201	President 1.00	0.	0.	0.
Carolyn Lacy Miller 3700 McFarlin, Dallas, TX 75201	Vice President 1.00	0.	0.	0.
Kyle David Miller 6303 Lakehurst, Dallas, TX 75230	V.P./Treasurer 1.00	0.	0.	0.
Meredith Miller Bebee 6144 Anita, Dallas, TX 75214	V.P./Secretary 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

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

TEEA0307 12/22/12

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	89,027.
b	Average of monthly cash balances	1b	943,224.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,032,251.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,032,251.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	15,484.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,016,767.
6	**Minimum investment return.** Enter 5% of line 5	6	50,838.

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	50,838.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,379.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,379.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	43,459.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	43,459.
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	43,459.

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	4,346,897.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,346,897.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,346,897.

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					43,459.
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 ___					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	754,874.				
b From 2008	1,824,953.				
c From 2009	1,955,653.				
d From 2010	2,139,075.				
e From 2011	3,262,922.				
f **Total** of lines 3a through e		9,937,477.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 4,346,897.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					43,410.
e Remaining amount distributed out of corpus		4,303,487.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		14,240,964.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 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					49.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		754,874.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		13,486,090.			
10 Analysis of line 9.					
a Excess from 2008	1,824,953.				
b Excess from 2009	1,955,653.				
c Excess from 2010	2,139,075.				
d Excess from 2011	3,262,922.				
e Excess from 2012	4,303,487.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

David B. Miller

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

None

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

Check here ► [X] 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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Achievement Center of Texas 2950 North Shiloh Rd Garland TX 75044	N/A	Public Charity	Unrestricted use and Unrestricted use and Achievement Center of Texas	2,500.
American Heart Association 8200 Brookriver Drive Suite N100 Dallas TX 75247	N/A	Public Charity	Unrestricted use and Further the activities of American Heart Association	135,000.
Baylor Health Care System Foundation 3600 Gaston Avenue Suite 100 Dallas TX 75246	N/A	Public Charity	Unrestricted use and Further the activities of Baylor Health Care System Foundation	54,550.
Boy Scouts of America 8605 Harry Hines Blvd. Dallas TX 75235	N/A	Public Charity	Unrestricted use and Further the activities of Boy Scouts of America	35,000.
Buckner Foundation 600 N. Pearl St., Suite 2260 Dallas TX 75201	N/A	Public Charity	Unrestricted use and Further the activities of Buckner Foundation	50,000.
Buckner Family Pathways 600 N. Pearl St., Suite 2000 (20th floor) Dallas TX 75201	N/A	Public Charity	Unrestricted use and Further the activities of Buckner Family Pathways	5,000.
Castle Pines Scholarship Foundation 1000 Hummingbird Dr. Castle Rock CO 80108	N/A	Public Charity	Unrestricted use and Further the activities of Castle Pines Scholarship Foundation	150.
Cattle Baron's Ball 30 Highland Park Village, Suite 216 Dallas TX 75205	N/A	Public Charity	Unrestricted use and Further the activities of Cattle Baron's Ball	15,000.
Center for Brain Health 2200 West Mockingbird Lane Dallas TX 75235	N/A	Public Charity	Unrestricted use and Further the activities of Center for Brain Health	2,330.
See Line 3a statement				4,047,367.
Total			► 3a	4,346,897.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	82.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	368,872.	
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)				368,954.	

13 **Total.** Add line 12, columns (b), (d), and (e) . 13 368,954.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a 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) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 4-29-13 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Jay F. Rea		4/26/13		P00751116
Firm's name ▶ Jay F. Rea, CPA			Firm's EIN ▶ 76-0262208	
Firm's address ▶ One Sugar Creek Center Boulevard, Suite 970 Sugar Land TX 77478			Phone no (281) 565-9200	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
The David B. Miller Family Foundation	20-8103224

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ __________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: The David B. Miller Family Foundation

Employer identification number: 20-8103224

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	David B. Miller 3811 Turtle Creek Blvd., Suite 1000 Dallas TX 75217	$ 4,425,387.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	David B. Miller 3811 Turtle Creek Blvd., Suite 1000 Dallas TX 75217	$ 1,068,321.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
The David B. Miller Family Foundation	20-8103224

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	8,807.8 shrs Third Avenue Value Fund	$ 400,931.	03/30/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	13,469.020 shrs Columbia Value and Restructuring Fund	$ 687,390.	03/30/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	3,093.			
Bank Charges	5.			
Total	3,098.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Chi Alpha Christian Fellowship 3140 Dyer Street Dallas TX 75275	N/A	Public Charity	Unrestricted use and further the activities of Chi Alpha Christian Fell	Person or Business X 10,000.
Christ Community Church 13701 Hillcrest Road Dallas TX 75240	N/A	Public Charity	Unrestricted use and further the activities of Christ Community Church	Person or Business X 25,000.
Contact Crisis Line P.O. Box 800742 Dallas TX 75380	N/A	Public Charity	Unrestricted use and further the activities of Contact Crisis Line	Person or Business X 2,500.
Cystic Fibrosis Fdtn Headqtrs 6931 Arlington Rd Ste 200 Bethesda MD 20814	N/A	Public Charity	Unrestricted use and Further the activities of Cystic Fibrosis Fdtn Hdq	Person or Business X 1,000.
Dallas Christian School 1515 Republic Pkwy. Mesquite TX 75150	N/A	Public Charity	Unrestricted use and Further the activities of Dallas Christian School	Person or Business X 5,000.
The Dallas Foundation 3963 Maple Avenue, Suite 390 Dallas TX 75219	N/A	Public Charity	Unrestricted use and Further the activities of The Dallas Foundation	Person or Business X 2,400.
Dallas Historical Society 3939 Grand Ave. Dallas TX 75315	N/A	Public Charity	Unrestricted use and Further the activities of Dallas Historical Societ	Person or Business X 4,720.
Dallas Summer Musicals 909 1st Avenue Dallas TX 75210	N/A	Public Charity	Unrestricted use and Further the activities of Dallas Summer Musicals	Person or Business X 100,000.
Empower African Chilcren 3333 Lee Parkway Suite 110 Dallas TX 75219	N/A	Public Charity	Unrestricted use and Further the activities of Empower African Children	Person or Business X 12,500.
Federated Church-United Church of Christ 76 Bell Street Chagrin Falls OH 44022	N/A	Public Charity	Unrestricted use and Further the activities of Federated Church	Person or Business X 50,000.
First United Methodist Church Dallas 1928 Ross Avenue Dallas TX 75201	N/A	Public Charity	Unrestricted use and Further the activities of First United Methodist C	Person or Business X 433,333.
First Methodist Church of Mabank 501 S. Third Street Mabank TX 75147	N/A	Public Charity	Unrestricted use and Further the activities of First Methodst Church of	Person or Business X 50,000.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
Friends of SMU in Taos 6200 North Central Expressway Dallas TX 75206	N/A	Public Charity	Unrestricted use and Further the activities of Freinds of SMU in Taos	Person or [ ] Business [ ] 10,000.
George W. Bush Foundation 1002 George Bush Drive West College Station TX 75845	N/A	Public Charity	Unrestricted use and further the activities of George W. Bush Foundation	Person or [ ] Business [X] 250,000.
Goodwill Industries Dallas 3020 N. Westmoreland Dallas TX 75212	N/A	Public Charity	Unrestricted use and further the activities of Goodwill Industries Dall	Person or [ ] Business [X] 255,000.
Grace Covenant Church 4600 Brookfield Corporate Dr Chantily VA 20151	N/A	Public Charity	Unrestricted use and further the activities of Grace Covenant Church	Person or [ ] Business [X] 50,000.
June Jones Foundation P.O. Box 75139 Dallas TX 75275	N/A	Public Charity	Unrestricted use and further the activities of June Jones Foundation	Person or [ ] Business [X] 20,400.
Junior Achievement of Dallas 1201 Executive Drive West Richardson TX 75081	N/A	Public Charity	Unrestricted use and further the activities of Jr Achievement of Dallas	Person or [ ] Business [X] 3,500.
Juntos Servimos P.O. Box 802535 Dallas TX 75380	N/A	Public Charity	Unrestricted use and further the activities of Juntos Servimos	Person or [ ] Business [X] 50,000.
Lifesavers Foundation 861 W. Campbell, Suite 101 Richardson TX 75080	N/A	Public Charity	Unrestricted use and further the activities of Lifesavers Foundation	Person or [ ] Business [X] 1,000.
Make a Wish Foundation 6655 Deseo Irving TX 75039	N/A	Public Charity	Unrestricted use and further the activities of Make a Wish Foundation	Person or [ ] Business [X] 105,750.
Marine Corps Scholarship Foundation 15712 Wing Point Drive Dallas TX 75248	N/A	Public Charity	Unrestricted use and further the activities of Marine Corps Scholarship	Person or [ ] Business [X] 10,000.
Methodist Health System Foundation 1441 North Beckley Ave Dallas TX 75203	N/A	Public Charity	Unrestricted use and further the activities of Methodist Health System	Person or [ ] Business [X] 25,000.
National Wildlife Federation 11100 Wildlife Center Drive Reston VA 20190	N/A	Public Charity	Unrestricted use and further the activities of National Wildlife Founda	Person or [ ] Business [X] 1,000.
New Friends New Life 5019 McKinney Ave. Dallas TX 75205	N/A	Public Charity	Unrestricted use and further the activities of New Friends New Life	Person or [ ] Business [X] 5,000.
Genesis Women's Shelter 4411 Lemmon Ave Dallas TX 75219	N/A	Public Charity	Unrestricted use and further the activities of Genesis Women's Shelter	Person or [ ] Business [X] 28,400.
SEAL Legacy Foundation 1401 McKinney Street, Suite 2222 Dallas TX 77010	N/A	Public Charity	Unrestricted use and further the activities of SEAL Legacy Foundation	Person or [ ] Business [X] 18,500.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
The Senior Source 3910 Harry Hines Blvd Dallas TX 75219	N/A	Public Charity	Unrestricted use and further the activities of The Senior Source	Person or Business X 5,000.
Smile Train PO Box 96231 Washington DC 20090	N/A	Public Charity	Unrestricted use and further the activities of Smile Train	Person or Business X 5,000.
SMU Athletics Hall of Fame 1600 Washington Ave Conway AR 72032	N/A	Public Charity	Unrestricted use and further the activities of SMU Athletics Hall of fa	Person or Business X 15,550.
SMU Meadows Museum 5900 Bishop Blvd. Dallas TX 75205	N/A	Public Charity	Unrestricted use and further the activities of SMU Meadows Museum	Person or Business X 2,500.
St. Jude's Research Hospital 262 Danny Thomas Way Memphis TN 38105	N/A	Public Charity	Unrestricted use and further the activities of St. Judes Research Hosp.	Person or Business X 10,000.
Texas CAN 325 W. 12th Street Dallas TX 75208	N/A	Public Charity	Unrestricted use and St. Judes Research Hosp. Texas CAN	Person or Business X 2,500.
Texas Scottish Rite Hospital for Children 2222 Welborn St. Dallas TX 75219	N/A	Public Charity	Unrestricted use and Unrestricted use and Texas Scottish Rite Hosp	Person or Business X 19,000.
The First Tee of Greater Dallas 2909 Cole Avenue, Suitr 305 Dallas TX 75204	N/A	Public Charity	Unrestricted use and further the activities of The First Tee of Greater	Person or Business X 1,000.
The Stewpot Alliance 408 Park Ave & Young St. Dallas TX 75201	N/A	Public Charity	Unrestricted use and further the activities of The Stewpot Alliance	Person or Business X 10,480.
United Way of Metropolitan Dallas 1800 North Lamar Street Dallas TX 75202	N/A	Public Charity	Unrestricted use and further the activities of United Way of Metropolit	Person or Business X 25,000.
Close Up Foundation 1330 Braddock Place, 4th Floor Alexandria VA 22314	N/A	Public Charity	Unrestricted use and further the activities of Close Up Foundation	Person or Business X 2,000.
UT Southwestern Medical Center 5323 Harry Hines Blvd. Dallas TX 75235	N/A	Public Charity	Unrestricted use and further the activities of UT Southwestern Medical	Person or Business X 10,000.
Volunteer Center of Northern Texas 2800 Live Oak Street Dallas TX 75204	N/A	Public Charity	Unrestricted use and further the activities of Volunteer Center of Nort	Person or Business X 5,000.
Youth Village Resources of Dallas 6333 E. Mockingbird Lane, Suite 147-872 Dallas TX 75214	N/A	Public Charity	Unrestricted use and further the activities of Youth Village Resources	Person or Business X 50,000.
Crystal Charity Ball 30 Highland Park Village Suite 206 Dallas TX 75205	N/A	Public Charity	Unrestricted use and further the activities of Crystal Charity Ball	Person or Business X 25,000.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
Salvation Army 6500 Harry Hines Blvd Dallas TX 75235	N/A	Public Charity	Unrestricted use and further the activities of Salvation Army	Person or [ ] Business [X] 200,250.
Southern Methodist University PO Box 750333 Dallas TX 75275-0333	N/A	Public Charity	Unrestricted use and further the activities of Southern Methodist Unive	Person or [ ] Business [X] 2,104,084.
Special Olympics 7715 Chevy Chase, Suite 120 Austin TX 78752	N/A	Public Charity	Unrestricted use and further the activities of Special Olympics	Person or [ ] Business [X] 25,000.

Total

4,047,367.

Miscellaneous Statement

Amount Due From Director		
The Foundation made grants to several charities during 2012 that were determined during the preparation of the 2012 Form 990-PF to have had quid-pro-quos that benefited one or more of the directors. The total amount of the quid-pro-quo has been reported as a receivable as of December 31, 2012 and collected from the directors during 2013.		21,050.
Total		21,050.