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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation

DOREEN DOWNS MILLER FOUNDATION INC

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

C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR

City or town, state, and ZIP code

NEW YORK, NY 10005

G Check all that apply:

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input checked="" type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,160,326. J Accounting method: Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

A Employer identification number

74-3116739

B Telephone number (see instructions)

(212) 440-0800

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►
 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
				N/A
1 Contributions, gifts, grants, etc., received (attach schedule)	NONE			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	200.	200.		ATCH 1
4 Dividends and interest from securities	134,650.	134,650.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,045,548.			
b Gross sales price for all assets on line 6a	1,707,688.			
7 Capital gain net income (from Part IV, line 2)		1,045,548.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	33,180.	29,276.		
12 Total Add lines 1 through 11	1,213,578.	1,209,674.		
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	1,063.			1,063.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	61,325.	24,892.		36,433.
17 Interest	170.	170.		
18 Taxes (attach schedule) (see instructions)	6,964.	219.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	250.			250.
24 Total operating and administrative expenses				
Add lines 13 through 23	69,772.	25,281.		37,746.
25 Contributions, gifts, grants paid	575,365.			575,365.
26 Total expenses and disbursements. Add lines 24 and 25	645,137.	25,281.	0	613,111.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	568,441.			
b Net investment income (if negative, enter -0-)		1,184,393.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	17,461.	502,400.	502,400.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 9	1,819,946.	2,544,911.	2,850,073.
	c Investments - corporate bonds (attach schedule) ATCH 10	NONE	2,133,127.	2,100,333.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 11	4,209,774.	733,101.	707,520.
	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)	6,047,181.	5,913,539.	6,160,326.
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 ►)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	6,047,181.	5,913,539.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	6,047,181.	5,913,539.	
	31 Total liabilities and net assets/fund balances (see instructions)	6,047,181.	5,913,539.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,047,181.
2 Enter amount from Part I, line 27a	2	568,441.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	6,615,622.
5 Decreases not included in line 2 (itemize) ► ATCH 12	5	702,083.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,913,539.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
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			
a					
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	1,045,548.	
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	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	599,736.	6,139,838.	0.097679
2010	710,874.	6,571,428.	0.108176
2009	471,250.	6,040,197.	0.078019
2008	732,045.	5,902,089.	0.124032
2007	597,950.	7,511,411.	0.079606

2 Total of line 1, column (d)	2	0.487512
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	0.097502
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,123,153.
5 Multiply line 4 by line 3	5	597,020.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,844.
7 Add lines 5 and 6	7	608,864.
8 Enter qualifying distributions from Part XII, line 4	8	613,111.

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 instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b
 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
 3 Add lines 1 and 2
 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
 5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-
 6 Credits/Payments
 a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a 3,182.
 b Exempt foreign organizations - tax withheld at source 6b
 c Tax paid with application for extension of time to file (Form 8868) 6c 7,500.
 d Backup withholding erroneously withheld 6d
 7 Total credits and payments. Add lines 6a through 6d
 8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached
 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed
 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
 11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► Refunded

1	11,844.
2	
3	11,844.
4	0
5	11,844.
7	10,682.
8	54.
9	1,268.*
10	
11	

Part VII-A Statements Regarding Activities

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?
 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities
 c Did the foundation file Form 1120-POL for this year?
 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
 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*
 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year?
 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T
 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?
 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*
 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
 NY,
 b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? *If "No," attach explanation*
 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*
 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		N/A
4b		X
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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* PENALTY/INTEREST AMOUNT OF
 \$52 IS INCLUDED FOR LATE PAYMENT
 OF EXCISE TAX DUE.

JSA

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► BCRS ASSOCIATES, LLC Telephone no ► 212-440-0800 Located at ► 77 WATER STREET, 9TH FLOOR, NEW YORK, NY ZIP+4 ► 10005		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year		
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? See the instructions for exceptions and filing requirements for Form TD F 90-221 If "Yes," enter the name of the foreign country ►	16	Yes X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►		N/A
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?		N/A
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? If "Yes," list the years ►	<input type="checkbox"/>	Yes No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes 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)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
-----	-----	NONE
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE.	NONE
2 N/A	-----
3 N/A	-----
4 N/A	-----

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 NONE	NONE
2	-----
All other program-related investments. See instructions	
3 NONE	-----
Total. Add lines 1 through 3 ►	

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	3,604,777.
b Average of monthly cash balances	1b	2,611,622.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	6,216,399.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	6,216,399.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,246.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,123,153.
6 Minimum investment return. Enter 5% of line 5	6	306,158.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	306,158.
2a Tax on investment income for 2012 from Part VI, line 5	2a	11,844.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	11,844.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	294,314.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	294,314.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	294,314.

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	613,111.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	613,111.
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	11,844.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	601,267.

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				294,314.
2 Undistributed income, if any, as of the end of 2012			NONE	
a Enter amount for 2011 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	231,321.			
b From 2008	437,430.			
c From 2009	170,336.			
d From 2010	385,045.			
e From 2011	305,470.			
f Total of lines 3a through e	1,529,602.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$	613,111.			
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	318,797.			294,314.
e Remaining amount distributed out of corpus				
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	1,848,399.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
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)	231,321.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,617,078.			
10 Analysis of line 9.				
a Excess from 2008	437,430.			
b Excess from 2009	170,336.			
c Excess from 2010	385,045.			
d Excess from 2011	305,470.			
e Excess from 2012	318,797.			

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

NOT APPLICABLE

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)
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				(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 a	Complete 3a, b, or c for the alternative test relied upon				(e) Total
(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))

DOREEN D 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

N/A

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:

ATCH 14

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

ANY FORMS

c Any submission deadlines.

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ATCH 15				
Total			► 3a	575,365.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments				14	200.	
3 Interest on savings and temporary cash investments				14	134, 650.	
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				14	29, 276.	
8 Gain or (loss) from sales of assets other than inventory				18	1, 045, 548.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a						
b ATCH 16						3, 904.
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)					1, 209, 674.	3, 904.
13 Total Add line 12, columns (b), (d), and (e)						1, 213, 578.

(See worksheet in line 13 instructions to verify calculations)

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

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

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)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	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.		

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

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

Sign
Here

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

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name JOHN D. COOK	Preparer's signature 	Date 5/8/14	Check <input type="checkbox"/> if self-employed	PTIN P01450182
	Firm's name ► BCRS ASSOCIATES, LLC	Firm's EIN ► 13-4078147			
	Firm's address ► 77 WATER STREET, 9TH FLOOR NEW YORK, NY	10005	Phone no	212-440-0800	

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.
 ► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

DOREN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 4		10,882.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b				2,338.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3				45,401.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4				()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5				58,621.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 5		19,027.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b				330,937.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8				636,963.
9 Capital gain distributions	9				
10 Gain from Form 4797, Part I	10				
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11				()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12				986,927.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13 Net short-term gain or (loss)	13			58,621.
14 Net long-term gain or (loss):				
a Total for year	14a			986,927.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			1,045,548.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:

a The loss on line 15, column (3) or b \$3,000

16

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17			
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18			
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20 Add lines 18 and 19	20			
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21			
22 Subtract line 21 from line 20. If zero or less, enter -0-	22			
23 Subtract line 22 from line 17. If zero or less, enter -0-	23			
24 Enter the smaller of the amount on line 17 or \$2,400	24			
25 Is the amount on line 23 equal to or more than the amount on line 24?				
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box.	25			
<input type="checkbox"/> No. Enter the amount from line 23.	26			
26 Subtract line 25 from line 24.	26			
27 Are the amounts on lines 22 and 26 the same?				
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27			
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28			
29 Subtract line 28 from line 27	29			
30 Multiply line 29 by 15% (.15)	30			
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31			
32 Add lines 30 and 31	32			
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33			
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34			

Schedule D (Form 1041) 2012

- Attach to Schedule D to list additional transactions for lines 1a and 6a.
- Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Name of estate or trust

DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number
74-3116739

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

**(a) Description of property (Example
100 sh 7% preferred of "Z" Co)**

(b) Date
acquired
(mo. - day - yr.)

(c) Date sold
(mo, day, yr)

(d) Sales price

(f) Gain or (loss)
Subtract (e) from (d)

**1a JP MORGAN #9000-SEE
ATTACHED**

VARIOUS

VARIOUS

2.338.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

2,338.

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

Schedule R-1 (Form 1041) 2012

158

JSA
2E1221 2 000

4346GM 526W

v 12-7.12

PAGE 39

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a DISPOSITION OF PARTNERSHIP INTEREST - JPM GLOBAL ACC	VARIOUS	VARIOUS			371.
13,098 SHS MEDTRONIC INC	VARIOUS	VARIOUS	588,279.	286,676.	301,603.
730 SHS MERCK & CO INC.	VARIOUS	09/13/2012	32,316.	36,315.	-3,999.
22,995 SHS JPMORGAN ACCESS GROWTH FUND	VARIOUS	09/13/2012	374,820.	346,766.	28,054.
JP MORGAN #9000-SEE ATTACHED	VARIOUS	VARIOUS			4,908.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

330, 937.

Schedule D-1 (Form 1041) 2012

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2F1222 2 000

4346GM 526W

v 12-7.12

PAGE 40

DOREEN DOWNS MILLER FOUNDATION INC

74-3116739

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

DOREEN DOWNS MILLER FOUNDATION, INC.

74-3116739

SUPPLEMENTARY STATEMENTS

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

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

ATTACHMENT 1

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN #9129	2.	2.
JP MORGAN #0001	9.	9.
JP MORGAN #9000	1.	1.
JP MORGAN #8007	153.	153.
K-1-JP MORGAN GLOBAL ACCESS PORTFOLIOS	35.	35.
TOTAL	<u><u>200.</u></u>	<u><u>200.</u></u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1-JP MORGAN GLOBAL ACCESS PORTFOLIOS	9,880.	9,880.
JP MORGAN #0001	9,119.	9,119.
JP MORGAN #9000	24,989.	24,989.
JP MORGAN #8007	90,662.	90,662.
TOTAL	<u>134,650.</u>	<u>134,650.</u>

FORM 990PF, PART I - OTHER INCOMEATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1-JP MORGAN GLOBAL ACCESS PORTFOLIOS FEDERAL TAX REFUND	29,276. 3,904.	29,276.
TOTALS	<u>33,180.</u>	<u>29,276.</u>

FORM 990PF, PART I - LEGAL FEESATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	1,063.			1,063.
TOTALS	<u>1,063.</u>			<u>1,063.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK FEES-JPM #9129	600.		600.
INVESTMENT MGMT FEES-JPM #9000	6,397.	1,599.	4,798.
INVESTMENT MGMT FEES-JPM #8007	15,355.	3,839.	11,516.
K-1-JP MORGAN GLOBAL ACCESS	19,454.	19,454.	
CHARITABLE CONSULTING FEE	19,271.		19,271.
OTHER PROFESSIONAL FEES	248.		248.
TOTALS	<u>61,325.</u>	<u>24,892.</u>	<u>36,433.</u>

FORM 990PF, PART I - INTEREST EXPENSEATTACHMENT 6

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1-JPM GLOBAL ACCESS PORT	170.	170.
TOTALS	<u><u>170.</u></u>	<u><u>170.</u></u>

FORM 990PF, PART I - TAXESATTACHMENT 7

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL TAXES	6,745.	
FOREIGN TAXES-K-1 JPM GLOBAL	219.	219.
TOTALS	<u>6,964.</u>	<u>219.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>TOTALS</u>
NYS FILING FEE	250.	250.

<u>CHARITABLE PURPOSES</u>	<u>250.</u>
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ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
<u>SEE CLOSING LONG POSITION I</u>			
	<u>1,819,946.</u>	<u>2,544,911.</u>	<u>2,850,073.</u>
<u>TOTALS</u>	<u><u>1,819,946.</u></u>	<u><u>2,544,911.</u></u>	<u><u>2,850,073.</u></u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE CLOSING LONG POSITION II		2,133,127.	2,100,333.
TOTALS	<hr/> <hr/>	<hr/> <hr/> <u>2,133,127.</u>	<hr/> <hr/> <u>2,100,333.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ALTERNATIVE INVEST SUMMARY	4,209,774.	733,101.	707,520.
TOTALS	<u>4,209,774.</u>	<u>733,101.</u>	<u>707,520.</u>

ATTACHMENT 11

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXCESS OF FMV OVER COST BASIS OF STOCK CONTRIBUTED TO THE FOUNDATION FOR THE YEAR ENDED 6/30/2011 (PRIOR PERIOD ADJUSTMENT)	702,083.
TOTAL	<u>702,083.</u>

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

ATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DOREEN D MILLER C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	DIRECTOR, PRESIDENT, TREASURER	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 14

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

DOREEN D MILLER
C/O BCRS LLC; 77 WATER STREET, 9FL
NEW YORK, NY 10005

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

AMOUNT

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

SEE STATEMENT ATTACHED

SEE SCHEDULE ATTACHED

575,365.

TOTAL CONTRIBUTIONS PAID

575,365.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME.</u>
FEDERAL TAX REFUND					3,904.
TOTALS					<u>3,904.</u>

FEDERAL TAX REFUND

TOTALS

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 4SHORT-TERM CAPITAL GAIN DIVIDENDSJP MORGAN #9000
JP MORGAN #8007446.
10,436.

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

10,882.ATTACHMENT 5LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

JP MORGAN #9000
JP MORGAN #8007468.
18,559.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

19,027.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

19,027.

**DOREEN DOWNS MILLER FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 6/30/2013
EIN: 74-3116739**

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
07/02/12	PLANNED PARENTHOOD FEDERATION OF AMERICA NEW YORK, NY 10001	1,500.00
07/11/12	NATIONAL WILDLIFE FEDERATION MERRIFIELD, VA 22116	500.00
07/17/12	FALMOUTH ACADEMY INC. FALMOUTH, MA 02540	3,500.00
8/3/2012	ADELPHI UNIVERSITY GARDEN CITY, NY 11530	75,000.00
08/30/12	WASHINGTON UNIVERSTITY IN ST. LOUIS ST. LOUIS, MO 63130	6,000.00
09/24/12	WORLD WILDLIFE FUND WASHINGTON, DC 20100	2,100.00
09/24/12	GIRLS INC NEW YORK, NY 10005	750.00
10/02/12	DOCTORS WITHOUT BORDERS NEW YORK, NY 20001	2,500.00
10/10/12	CALIFORNIA PARENTING INSTITUTE SANTA ROSA, CA 95407	225,000.00
10/16/12	NEW YORK PUBLIC RADIO NEW YORK, NY 10116	15,000.00
11/05/12	GARRISON INSTITUTE GARRISON, NY 10524	2,500.00
11/09/12	ADELPHI UNIVERSITY GARDEN CITY, NY 11530	1,000.00
11/19/2012	GRAMERCY PARK BLOCK ASSOCIATION NEW YORK, NY 10003	1,000.00
11/28/2012	WASHINGTON UNIVERSTITY IN ST. LOUIS ST. LOUIS, MO 63130	34,000.00
12/10/2012	WNYC RADIO NEW YORK, NY 10116	750.00

DOREEN DOWNS MILLER FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 6/30/2013
EIN: 74-3116739

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
02/04/13	GRAMERCY PARK BLOCK ASSOCIATION NEW YORK, NY 10003	500.00
02/12/13	IANDS DURHAM, NC 27705	1,265.00
02/22/12	ADELPHI UNIVERSITY GARDEN CITY, NY 11530	20,000.00
02/22/13	WNET NEW YORK, NY 10019	3,000.00
02/25/13	DOCTORS WITHOUT BORDERS NEW YORK, NY 20001	1,000.00
02/28/13	NATIONAL WILDLIFE FEDERATION MERRIFIELD, VA 22116	500.00
02/28/12	GARRISON UNIVERSITY GARRISON, NY 10524	10,000.00
02/28/13	NY ZERO TO THREE NETWORK NEW YORK, NY 10019	1,000.00
03/01/13	NYU NEW YORK, NY 10012	1,000.00
03/07/13	MIDDLE COUNTRY LIBRARY FOUNDATION CENTEREACH, NY 11720	3,000.00
03/08/13	THE NATURE CONSERVANCY ARLINGTON, VA 22203	1,000.00
03/12/13	PLANNED PARENTHOOD FEDERATION OF AMERICA NEW YORK, NY 10001	1,500.00
03/20/13	CLASSICAL ACTION NEW YORK, NY 10036	500.00
04/04/13	NY ZERO TO THREE NETWORK NEW YORK, NY 10019	5,000.00
04/10/13	FALMOUTH ACADEMY INC. FALMOUTH, MA 02540	125,000.00

DOREEN DOWNS MILLER FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 6/30/2013
EIN: 74-3116739

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
04/10/13	UNITED WAY OF LONG ISLAND DEER PARK, NY 11729	20,000.00
06/28/13	ALLIANCE FOR CHILDHOOD COLLEGE PARK, MD 20741	5,000.00
06/27/13	AWSNA MINNEAPOLIS, MN 55403	5,000.00
TOTAL CONTRIBUTIONS PAID *		<u>\$575,365.00</u>

** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE
FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE
CLASSIFIED UNDER SECTION 501 (c) (3) OF THE INTERNAL
REVENUE CODE.*

DOREEN DOWNS MILLER FOUNDATION, INC.

JP MORGAN #9000 REALIZED GAINS/LOSS
FYE 6/30/13

Settlement Date	Description	Quantity	Proceeds	Cost Basis	G/L Short Term	G/L Long Term
9/14/2012	BLACKROCK HIGH YIELD BOND	1,402.75	11,222.00	10,755.20	213.46	253.34
7/17/2012	COHEN & STEERS PREFERRED SECURITIES AND INCOME	705.271	8,964.00	8,738.54	111.26	114.20
7/18/2012	COHEN & STEERS PREFERRED SECURITIES AND INCOME	716.182	9,117.00	8,823.67	276.84	16.49
9/14/2012	COHEN & STEERS PREFERRED SECURITIES AND INCOME	1,181.19	15,509.00	14,544.88	15.38	948.74
9/14/2012	DOUBLELINE FDS TR TTL RTN BD I	4,879.10	55,573.00	54,953.70	619.30	-
9/14/2012	EATON VANCE FLOATING-RATE ADVANTAGE I	2,010.96	22,201.00	21,919.47	281.53	-
7/10/2012	EATON VANCE MUT FDS TR GLOBAL MACRO - I	1,004.69	9,846.00	10,314.74	-	(468.74)
7/11/2012	EATON VANCE MUT FDS TR GLOBAL MACRO - I	1,017.25	9,969.00	10,443.60	-	(474.60)
7/26/2012	EATON VANCE MUT FDS TR GLOBAL MACRO - I	4,579.15	44,921.45	46,552.45	(295.77)	(1,335.23)
9/14/2012	GATEWAY FUND - Y	1,347.54	37,273.00	35,761.13	553.69	958.18
9/28/2012	GATEWAY FUND - Y	209.474	5,771.00	5,427.47	-	343.53
10/17/2012	GATEWAY FUND - Y	195.77	5,415.00	5,072.40	-	342.60
1/8/2013	GATEWAY FUND - Y	67.947	1,857.00	1,760.51	-	96.49
1/9/2013	GATEWAY FUND - Y	142.381	3,887.00	3,689.09	-	197.91
2/20/2013	GATEWAY FUND - Y	336.589	9,374.00	8,721.02	-	652.98
6/7/2013	GATEWAY FUND-Y	410.366	11,560.00	10,632.58	-	927.42
9/14/2012	HARBOR CONVERTIBLE SEC FD-IS	732.669	7,356.00	7,249.95	53.98	52.07
9/14/2012	HARBOR HIGH YIELD BOND FUND - INS	2,459.18	27,715.00	27,395.32	-	319.68
10/19/2012	HARBOR HIGH YIELD BOND FUND - INS	987.857	11,064.00	10,992.94	-	71.06
9/14/2012	HSBC FDS TOTAL RETURN I	1,822.30	18,715.00	18,568.44	146.56	-
2/20/2013	HSBC FDS TOTAL RETURN I	450.147	4,605.00	4,573.94	31.06	-
10/2/2012	JPM HIGH YIELD FD - SEL FUND 3580	906.127	7,330.57	7,208.54	124.54	(2.51)
9/14/2012	JPM HIGH YIELD FD - SEL FUND 3580	1,248.65	10,164.00	10,114.06	-	49.94
9/25/2012	JPM HIGH YIELD FD - SEL FUND 3580	915.074	7,467.00	7,412.10	-	54.90
1/9/2013	JPM SHORT DURATION BOND FD - SEL FUND 3133	1,008.74	11,086.00	11,080.57	(19.91)	15.34
1/11/2013	JPM SHORT DURATION BOND FD - SEL FUND 3133	1,028.46	11,313.00	11,271.87	-	41.13
1/15/2013	JPM SHORT DURATION BOND FD - SEL FUND 3133	1,030.55	11,336.00	11,294.77	-	41.23
1/17/2013	JPM SHORT DURATION BOND FD - SEL FUND 3133	965.761	10,623.37	10,584.74	-	38.63
7/26/2012	JPM SHORT DURATION BOND FD - SEL FUND 3133	991.281	10,914.00	10,894.18	8.40	11.42
9/14/2012	JPM SHORT DURATION BOND FD - SEL FUND 3133	2,425.95	26,734.00	26,620.24	113.76	-
11/16/2012	JPM SHORT DURATION BOND FD - SEL FUND 3133	504.809	5,563.00	5,568.04	(5.04)	-
9/14/2012	JPM STR INC OPP FD FUND 3844	1,179.71	13,897.00	13,957.16	-	(60.16)
9/14/2012	JPM TR I MLT SC INCM SL JP MORGAN CHASE B	3,565.42	36,189.00	36,305.63	(133.29)	16.66
2/7/2013	JPM TR I MLT SC INCM SL JP MORGAN CHASE B	576.614	5,893.00	5,800.74	-	92.26
2/20/2013	JPM TR I MLT SC INCM SL JP MORGAN CHASE B	277.81	2,842.00	2,794.77	-	47.23
6/19/2013	JPM TR I MLT SC INCOME FD - SEL FUND 2130	574.165	5,845.00	5,776.10	-	68.90
6/25/2013	JPM TR I MLT SC INCOME FD - SEL FUND 2130	563.727	5,626.00	5,629.79	-	(3.79)
9/14/2012	MATTHEWS ASIA DIVIDEND INSTITUTIONAL	849.432	11,960.00	11,968.75	-	(8.75)
6/7/2013	PIMCO EMERGING LOCAL BOND-P	280.331	2,879.00	3,094.85	(215.85)	-
6/10/2013	PIMCO EMERGING LOCAL BOND-P	278.634	2,856.00	3,076.12	(220.12)	-
9/14/2012	PIMCO EMERGING MARKETS CORPORATE BOND FUN	964.43	11,496.00	10,994.50	501.50	-
6/25/2013	PRUDENTIAL TOTAL RETURN BD-Z	438.267	6,070.00	6,424.99	(354.99)	-
9/14/2012	RIDGEWORTH FDS SEIX FLRT HII	2,529.12	22,585.00	22,458.54	-	126.46
9/14/2012	SIT MUT FDS INC DIVIDEND GRWTH	1,163.09	17,458.00	15,913.34	531.81	1,012.85
9/28/2012	SIT MUT FDS INC DIVIDEND GRWTH	388.859	5,794.00	4,938.51	-	855.49
9/14/2012	T ROWE PRICE INSTL INCOME FDS FLTG RATE FD F	2,106.49	21,423.00	21,928.57	-	(505.57)
TOTAL		617,258.39	610,012.51	2,338.10	4,907.78	



DOREEN DOWNS MILLER FOUNDATION, INC.

For the Period 6/1/13 to 6/30/13

ATTACHMENT - CORPORATE STOCK

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
JPM EQUITY INCOME FD - SEL FUND 3118 4812C0-49-8 HLE X	11.77	15,086.085	177,563.22	157,316.08	20,247.14	3,696.09	2.08 % 482.75
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	25.94	4,432.259	114,972.80	106,952.98	8,019.82	465.38	0.40 %
NEUBERGER BER M/C OPP-INS 64122Q-30-9 NMUL X	12.88	47,464.117	611,337.83	521,299.56	90,038.27	6,407.65	1.05 %
SIT DIVIDEND GROWTH FUND-I 82980D-70-7 SDVG X	16.35	35,482.085	580,132.09	523,223.33	56,908.76	9,225.34	1.59 %
Total US Large Cap Equity		\$1,484,005.94	\$1,308,791.95	\$175,213.99	\$19,794.46	\$482.75	1.33 %
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 JH	115.50	3,170.000	366,135.00	312,305.36	53,829.64	5,373.15	1.47 %
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	33.05	11,586.687	382,940.01	339,839.05	43,100.96	3,406.48	0.89 %
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	57.30	2,419.000	138,608.70	126,103.92	12,504.78	4,259.85	3.07 %
Total EAFE Equity		\$521,548.71	\$465,942.97	\$55,605.74	\$7,666.33	1.47 %	

J.P.Morgan

J.P.Morgan

DOREEN DOWNS MILLER FOUNDATION, INC.
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-834 MIPT X	24.00	10,759.567	258,229.61	249,302.29	8,927.32	2,173.43	0.84%
 Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	13.96	11,387.659	158,971.72	154,002.68	4,969.04	1,617.04	1.02%

J.P.Morgan



DOREEN DOWNS MILLER FDN INC TAP-DYS
For the Period 6/1/13 to 6/30/13

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
CLEARBRIDGE EQUITY INC FD-I CAP & INCOME I 52469H-59-4 SOOPY X	16.80	668,873	11,237.07	11,217.00	20.07	238.78	2.13%
SIT DIVIDEND GROWTH FUND-I 82990D-70-7 SDVGX	16.35	1,678.147	27,437.70	22,610.10	4,827.60	436.31	1.59%
Total US Large Cap Equity			\$38,674.77	\$33,827.10	\$4,847.67	\$675.09	1.75%
 Asia ex-Japan Equity							
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MAPIX	15.04	1,496.517	22,507.62	20,737.83	1,769.79	966.74	4.30%
				FAIR MARKET VALUE	BOOK VALUE		
TOTAL CORPORATE STOCK			2,850,073	2,544,911			

J.P.Morgan



DOREEN DOWNS MILLER FDN INC TAP-DYS ACCT A32/109000
For the Period 6/1/13 to 6/30/13

ATTACHMENT - FIXED INCOME

US Fixed Income						
COHEN & STEERS PREFERRED SECURITIES AND INCOME FUND INC 19248X-30-7	13.11	2,549.14	33,419.16	31,832.63	1,586.53	2,171.86 6.50%
HARBOR HIGH YIELD BOND-INST 411511-55-3	10.83	2,597.95	28,135.74	28,630.59	(494.86)	1,657.48 5.89%
HARBOR CONVERTIBLE SEC-INST 411512-73-4	10.39	1,607.27	16,698.51	16,218.24	481.27	364.84 2.18%
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.85	1,719.11	20,371.45	20,086.84	284.61	668.73 3.28%
DOUBLELINE TOTAL RET BD- 258620-10-3	11.03	7,143.25	78,790.00	79,862.82	(1,072.82)	4,321.66 5.49%
JPM TR 1 MLT SC INCOME FD - SEL FUND 2130 48121A-29-0	10.03	3,267.64	32,774.41	32,274.42	499.99	937.81 2.86%
PRUDENTIAL TOTAL RETURN BD-Z 74440B-40-5	13.97	2,607.77	36,430.57	38,168.01	(1,737.44)	1,374.29 3.77%

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DOREEN DOWNS MILLER FDN INC TAP DYS ACCT A32/09000
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
RIDGEWORTH SEIX FLOATING-I 766281-67-8	8.97	3,710.44	33,282.63	32,803.31	479.32	1,558.38	4.68%
TRP INST FLOATING RATE-F 779588-10-5	10.17	3,077.62	31,299.38	31,166.43	132.95	1,431.09	4.57%
BLACKROCK HIGH YIELD BOND 091929-63-8	7.98	4,823.73	38,493.35	37,487.90	1,005.45	2,435.98	6.33%
Total US Fixed Income			\$349,696.20	\$348,531.19	\$1,165.01	\$16,922.12 \$93.20	4.84%
Non-US Fixed Income							
PIMCO EMERGING MARKETS CORPORATE BOND FUND 72201W-85-7	11.34	1,407.63	15,962.57	16,011.50	(48.93)	616.54	3.86%
Foreign Exchange & Non-USD Fixed Income							
PIMCO EMERGING LOCAL BOND-P 72201M-39-6	9.78	985.51	9,638.29	10,880.03	(1,241.74)	468.11	4.86%

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DOREEN DOWNS MILLER FOUNDATION, INC. ACCT A46848007
For the Period 6/1/13 to 6/30/13

US Fixed Income

DOUBLELINE TOTAL RET BDI- 258620-10-3	11.03	21,949.08	242,098.33	250,000.00	(7,901.67)	13,279.19	5.49%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.90	40,834.85	445,099.82	450,000.00	(4,900.18)	4,900.18	1.10%
PIMCO TOTAL RETURN FUND-INST 693390-70-0	10.76	17,346.05	186,643.54	200,000.00	(13,356.46)	5,637.46	3.02%
RIDGEWORTH SEIX FLOATING-I 76628T-67-8	8.97	33,801.91	303,203.13	302,079.16	1,123.97	14,196.80	4.68%
BLACKROCK HIGH YIELD BOND 091929-63-8	7.98	38,123.60	304,226.31	303,545.19	681.12	19,252.41	6.33%
Total US Fixed Income		\$1,481,271.13		\$1,505,324.35	(\$24,353.22)	\$57,266.04	3.87%
						\$326.68	

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DOREEN DOWNS MILLER FOUNDATION, INC. ACCT A46848007
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	<u>Adjusted Tax Cost</u>	<u>Original Cost</u>	Unrealized Gain/Loss	Est. Annual Income	Accrued Interest	Yield
Global Fixed Income									
TEMPLETON GLOBAL BOND FD-AD 88020840-0	12.91	18,881.86	243,784.79	252,079.16		(8,314.37)	14,123.62		5.79%
				FAIR MARKET VALUE	BOOK VALUE				
TOTAL FIXED INCOME			2,100,333		2,133,127				

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DOREEN DOWNS MILLER FOUNDATION, INC.

For the Period 6/1/13 to 6/30/13

ATTACHMENT - OTHER INVESTMENTS

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9.66	10,288.412	99,386.06	101,327.25
GATEWAY FUND-Y 367829-88-4 GTFY X	27.89	3,769.132	105,121.09	104,094.24
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12.14	7,792.183	94,597.10	102,639.50

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DOREEN DOWNS MILLER FOUNDATION, INC.
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12.76	7,889 106	100,664 99	103,337 33
Total Hedge Funds		\$399,769.24		\$411,398.32
Hard Assets				
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCCLP X	10.16	18,765 440	190,656 87	208,487.63

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DOREEN DOWNS MILLER FDN INC TAP-DYS
For the Period 6/1/13 to 6/30/13

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFAX	11.10	4,287.169	47,587.58	46,937.53
GATEWAY FUND-Y 367929-88-4 GTEYX	27.89	617.865	17,232.25	16,008.89

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DOREEN DOWNS MILLER FDN INC TAP- DYS
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
HSBC FDS	9.97	2,191.087	21,845.14	22,217.62
TOTAL RETURN I				
4042BX-15-6 HTRIX				
Total Hedge Funds			\$86,664.97	\$85,164.04

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc Accrued Div	Yield
Real Estate & Infrastructure						
NUVEEN GLOBAL INFRASTRUCTURE	1,171.21		11,333.00	11,688.64	251.80	2.15%
670690-51-0 FGIYX						

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DOREEN DOWNS MILLER FDN INC TAP - DYS
For the Period 6/1/13 to 6/30/13

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div	Yield
Real Estate & Infrastructure						
TORTOISE MLP & PIPELINE-INS	1,322.51	16,718.00		18,739.98		
56166Y-40-4 TORI X						
Total Real Estate & Infrastructure						
	FAIR MARKET VALUE	BOOK VALUE				
TOTAL OTHER INVESTMENTS	707,250	733,101				

J.P.Morgan

Form 8868

(Rev. January 2013)

Department of the Treasury
Internal Revenue ServiceApplication for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

Part I only ►

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. DOREEN DOWNS MILLER FOUNDATION INC	Employer identification number (EIN) or 74-3116739
	Number, street, and room or suite no. If a P.O. box, see instructions. 105 ROCKAWAY AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GARDEN CITY, NY 11530	

FILE COPY

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application to For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► TRUE PARTNERS CONSULTING

Telephone No. ► 631 777-6300

FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/17, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 20 or

► tax year beginning 07/01, 2012, and ending 06/30, 2013.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 8069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a 5	7,500.
b If this application is for Form 990-PF, 990-T, 4720, or 8069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b 3	
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c 8	7,500.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

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PAGE 1

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. DOREEN DOWNS MILLER FOUNDATION INC	Employer identification number (EIN) or 74-3116739
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BCRS ASSOCIATES, LLC	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10005	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 1041-A	08
Form 990-BL	02	Form 4720 (other than individual)	09
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► **BCRS ASSOCIATES, LLC**

Telephone No. ► **212-440-0811** Fax No. ► **N/A**

- If the organization does not have an office or place of business in the United States, check this box ►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **MAY 15, 2014**.
- 5 For calendar year , or other tax year beginning **JULY 1, 2012**, and ending **JUNE 30, 2013**.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See Instructions.	8a	\$ 7,500.00
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 7,500.00
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.00

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►

Title ► CPA

Date ► 2/14/2014

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