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Form **990-PF**Department of the Treasury
Internal Revenue ServiceReturn 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

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 **12/01/12**, and ending **11/30/13**

THE MILNER FAMILY FOUNDATION Number and street (or P O box number if mail is not delivered to street address) 6487 RIVER CLYDE DRIVE City or town, state, and ZIP code HIGHLAND MD 20777-9783		Room/suite		A Employer identification number 04-3837113							
				B Telephone number (see instructions) 301-854-0830							
G Check all that apply <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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 type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here ► <input type="checkbox"/> D <ul style="list-style-type: none"> 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> 		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
<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 type="checkbox"/> Address change	<input type="checkbox"/> Name change										
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation											
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 2,483,500 (Part I, column (d) must be on cash basis)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)									
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)						
1 Contributions, gifts, grants, etc., received (attach schedule)		20,200									
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B											
3 Interest on savings and temporary cash investments		6	6								
4 Dividends and interest from securities		43,989	43,989								
5a Gross rents											
b Net rental income or (loss)											
6a Net gain or (loss) from sale of assets not on line 10		70,615									
b Gross sales price for all assets on line 6a		674,453									
7 Capital gain net income (from Part IV, line 2)			70,615								
8 Net short-term capital gain				0							
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)		STMT 1	2,350	2,350							
12 Total. Add lines 1 through 11		137,160	116,960	0							
13 Compensation of officers, directors, trustees, etc		0									
14 Other employee salaries and wages											
15 Pension plans, employee benefits											
16a Legal fees (attach schedule)											
b Accounting fees (attach schedule)		STMT 2	2,595	2,595							
c Other professional fees (attach schedule)		STMT 3	10,483	10,483							
17 Interest			37	37							
18 Taxes (attach schedule) (see instructions)		STMT 4	1,086	20							
19 Depreciation (attach schedule) and depletion											
20 Occupancy											
21 Travel, conferences, and meetings											
22 Printing and publications											
23 Other expenses (att. sch)		STMT 5	12	12							
24 Total operating and administrative expenses.											
Add lines 13 through 23		14,213	13,147	0	0						
25 Contributions, gifts, grants paid		113,300			113,300						
26 Total expenses and disbursements. Add lines 24 and 25		127,513	13,147	0	113,300						
27 Subtract line 26 from line 12											
a Excess of revenue over expenses and disbursements		9,647									
b Net investment income (if negative, enter -0-)			103,813								
c Adjusted net income (if negative, enter -0-)				0							

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

DAA

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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	13,191	23,165	23,165	
	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)				
	7	Other notes and loans receivable (att schedule) ►	0			
		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)	SEE STMT 6	1,664,546	1,544,387	2,120,941
	c	Investments – corporate bonds (attach schedule)	SEE STMT 7	225,329	145,161	139,394
	11	Investments – land, buildings, and equipment: basis ►				
	Less. accumulated depreciation (attach sch) ►					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)	SEE STATEMENT 8		200,000	200,000	
14	Land, buildings, and equipment basis ►					
	Less accumulated depreciation (attach sch) ►					
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		1,903,066	1,912,713	2,483,500	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	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)		1,903,066	1,912,713		
31	Total liabilities and net assets/fund balances (see instructions)		1,903,066	1,912,713		
			1,903,066	1,912,713		

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	1,903,066
2	Enter amount from Part I, line 27a	2	9,647
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,912,713
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,912,713

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 WORKSHEET					
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	70,615	
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	If (loss), enter -0- in Part I, line 7		3	-1,662	

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	113,434	2,116,305	0.053600
2010	106,771	2,115,706	0.050466
2009	92,212	1,829,530	0.050402
2008	115,011	2,292,700	0.050164
2007	42,086	2,244,101	0.018754

2 Total of line 1, column (d) 2 0.223386

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 0.044677

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 2,307,199

5 Multiply line 4 by line 3 5 103,079

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,038

7 Add lines 5 and 6 7 104,117

8 Enter qualifying distributions from Part XII, line 4 8 113,300

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	1,038
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	1,038
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
3	Add lines 1 and 2	5	1,038
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	1,000
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	1,000
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	23
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	61
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	Refunded ►	11

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	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		
1c	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		
4a	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?	N/A	
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		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
WA			
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	STMT 9	
		10	X

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► MELANIE MILNER 6487 RIVER CLYDE DRIVE	Telephone no ► 301-854-0830	
	Located at ► HIGHLAND	MD	ZIP+4 ► 20777-9783
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	<input type="checkbox"/>
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 90-22 1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	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 ► 20 , 20 , 20 , 20	2b
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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?	3b
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?	4a <input checked="" type="checkbox"/> X
		4b <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			N/A
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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			N/A
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
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10				

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

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

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

► 0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A

2

All other program-related investments. See instructions

3

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	2,294,497
b	Average of monthly cash balances	1b	47,837
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,342,334
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,342,334
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	35,135
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,307,199
6	Minimum investment return. Enter 5% of line 5	6	115,360

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	115,360
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,038
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,038
3	Distributable amount before adjustments Subtract line 2c from line 1	3	114,322
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	114,322
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	114,322

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	113,300
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	113,300
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	1,038
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)	6	112,262
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				114,322
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			69,411	
b Total for prior years 20_____, 20_____, 20_____,				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 113,300			69,411	
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				43,889
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				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				70,433
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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



4942(j)(3) or 4942(i)(5)

2a	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b					
c					
d					
e					
3					
a					
(1)					
(2)					
b					
c					
(1)					
(2)					
(3)					
(4)					

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).)

SEE STATEMENT 11

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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)				
a Paid during the year SEE STATEMENT 12				113,300
Total			► 3a	113,300
b Approved for future payment N/A				
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					
3 Interest on savings and temporary cash investments			14	6	
4 Dividends and interest from securities			14	43,989	
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	70,615	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PHILLIPS EDISON ARC SHOPPING			14	2,350	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)			0	116,960	0
13 Total. Add line 12, columns (b), (d), and (e)				13	116,960

(See worksheet in line 13 instructions to verify calculations)

Part XVIB 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.)
1A	NO INCOME IS REPORTED IN COLUMN E OF PART XVI-A

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

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

Employer identification number

THE MILNER FAMILY FOUNDATION**04-3837113**

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 foundationCheck 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 $\frac{1}{3}$ % 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)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE MILNER FAMILY FOUNDATION

Employer identification number

04-3837113**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES AND MELANIE MILNER (JOINT) 6487 RIVER CLYDE DRIVE HIGHLAND	\$ 20,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Capital Gains and Losses for Tax on Investment Income

Form 990-PF

2012

For calendar year 2012, or tax year beginning

12/01/12, and ending

11/30/13

Name

Employer Identification Number

THE MILNER FAMILY FOUNDATION

04-3837113

(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.)

(1) HARTFORD CAPITAL APPRECIATION FUND	P	VARIOUS	05/09/13
(2) HARTFORD DIVIDEND & GROWTH FUND	P	VARIOUS	05/09/13
(3) FIDELITY ADVISOR SMALL CAP FUND	P	VARIOUS	05/09/13
(4) FIDELITY ADVISOR SMALL CAP FUND	P	VARIOUS	05/09/13
(5) MFS VALUE FUND CL 1	P	VARIOUS	05/09/13
(6) GROWTH FUND OF AMERICA	P	VARIOUS	08/12/13
(7) HARTFORD DIVIDEND & GROWTH FUND	P	VARIOUS	08/12/13
(8) OPPENHEIMER SENIOR FLOATING RATE	P	VARIOUS	08/12/13
(9) PIMCO TOTAL RETURN FUND	P	VARIOUS	08/12/13
(10) PIMCO UNCONSTRAINED BOND FUND	P	VARIOUS	08/12/13
(11) T ROWE PRICE NEW HORIZONS FUND	P	VARIOUS	08/12/13
(12) FIDELITY ADVISOR MID CAP II FUND	P	VARIOUS	08/12/13
(13) FIDELITY ADVISOR STRATEGIC INCOME FU	P	VARIOUS	08/12/13
(14) FIDELITY ADVISOR NEW INSIGHTS FUND	P	VARIOUS	08/12/13
(15) MFS RESEARCH FUND CL 1	P	VARIOUS	08/12/13

(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)
(1) 19,981		13,730	6,251
(2) 9,981		8,722	1,259
(3) 1,012		863	149
(4) 153,006		113,262	39,744
(5) 13,981		9,821	4,160
(6) 12,487		7,769	4,718
(7) 8,981		7,510	1,471
(8) 44,981		44,452	529
(9) 39,971		40,569	-598
(10) 82,971		86,107	-3,136
(11) 20,500		18,117	2,383
(12) 11,981		9,090	2,891
(13) 69,981		68,540	1,441
(14) 6,381		4,618	1,763
(15) 13,781		11,018	2,763

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(1)			6,251
(2)			1,259
(3)			149
(4)			39,744
(5)			4,160
(6)			4,718
(7)			1,471
(8)			529
(9)			-598
(10)			-3,136
(11)			2,383
(12)			2,891
(13)			1,441
(14)			1,763
(15)			2,763

C1021 THE MILNER FAMILY FOUNDATION

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Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
CORESTONE-MONEY MKT INTEREST	\$ 6		14		
TOTAL	\$ 6				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
CORESTONE-CETERA ADVISORS	\$ 43,989		14		
TOTAL	\$ 43,989				

Capital Gains and Losses for Tax on Investment Income

Form 990-PF

2012

For calendar year 2012, or tax year beginning

12/01/12, and ending

11/30/13

Name _____ Employer Identification Number _____

THE MILNER FAMILY FOUNDATION

04-3837113

(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)

(1) MFS VALUE FUND CL 1	P	VARIOUS	08/12/13
(2) MUTUAL HEDGE FRONTIER LEGENDS FUND	P	VARIOUS	11/25/13
(3) MUTUAL HEDGE FRONTIER LEGENDS FUND	P	VARIOUS	11/25/13
(4) CORESTONE-CAPITAL GAIN DIST.			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 11,781		7,260	4,521
(2) 28,432		30,019	-1,587
(3) 108,487		122,371	-13,884
(4) 15,777			15,777
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0) or Losses (from col (h))
(1)			4,521
(2)			-1,587
(3)			-13,884
(4)			15,777
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

<u>Description</u>	<u>Revenue per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
PHILLIPS EDISON ARC SHOPPING	\$ 2,350	\$ 2,350	\$ 0
TOTAL	\$ 2,350	\$ 2,350	0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>
ACCOUNTING FEES	\$ 2,595	\$ 2,595	\$ 0
TOTAL	\$ 2,595	\$ 2,595	0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>
INV ADVISOR FEES	\$ 10,333	\$ 10,333	\$ 0
REGISTERED AGENT FEE	\$ 150	\$ 150	\$ 0
TOTAL	\$ 10,483	\$ 10,483	0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>
FEDERAL EXCISE TAX	\$ 1,066	\$ 20	\$ 0
FILING FEES TO REGISTERED STATES	\$ 20	\$ 20	\$ 0
TOTAL	\$ 1,086	\$ 20	0

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Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
EXPENSES				
OFFICE EXPENSES	\$ 12	\$ 12	\$ 0	\$ 0
TOTAL	\$ 12	\$ 12	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
EUROPACIFIC GROWTH FUND CLASS F-2	\$ 66,081	\$ 67,916	COST	\$ 111,528
FIDELITY ADVISOR SMALL CAP FUND	113,310		COST	
FIDELITY ADVISOR MID CAP II FUND	93,981	93,060	COST	157,719
FIDELITY ADVISOR STRATEGIC INCOME	195,329	126,789	COST	135,041
FIDELITY ADVISOR NEW INSIGHTS FUND	93,940	90,181	COST	160,534
GROWTH FUND OF AMERICA	69,148	62,449	COST	111,712
HARBOR INTERNATIONAL FUND	73,073	74,942	COST	107,862
HARTFORD CAPITAL APPRECIATION FUND	89,826	77,223	COST	133,165
HARTFORD DIVIDEND & GROWTH FUND	140,302	127,382	COST	201,799
MFS RESEARCH FUND CL 1	102,957	92,981	COST	124,091
MFS VALUE FUND CL 1	127,827	115,660	COST	202,580
MUTUAL HEDGE FRONTIER LEGENDS FUND	122,371		COST	
OPPENHEIMER SENIOR FLOATING RATE FUN				
OPPENHEIMER DEVELOPING MARKETS FUND	106,004	66,636	COST	67,672
PIMCO TOTAL RETURN FUND	70,426	71,135	COST	107,625
PIMCO ALL ASSET ALL AUTHORITY FUND	99,942	65,537	COST	66,318
AQR MANAGED FUTURES STRATEGY FUND	100,029	147,093	COST	134,909
T ROWE PRICE NEW HORIZONS FUND				
TOTAL	\$ 1,664,546	\$ 1,544,387	COST	\$ 2,120,941

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Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
PIMCO UNCONSTRAINED BOND FUND	\$ 225,329	\$ 145,161	COST	\$ 139,394
TOTAL	\$ 225,329	\$ 145,161		\$ 139,394

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
PHILLIPS EDISON ARC SHOPPING CTR REI	\$ 0	\$ 200,000	COST	\$ 200,000
TOTAL	\$ 0	\$ 200,000		\$ 200,000

Statement 9 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name _____ Address _____ City, State, Zip _____
JAMES AND MELANIE MILNER 6487 RIVER CLYDE DRIVE HIGHLAND MD 20777

**Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
MELANIE MILNER 6487 RIVER CLYDE DRIVE HIGHLAND MD 20777-9783	PRESIDENT/DI	0.00	0	0	0
AUDREY MILNER 805 BROADWAY ST 1000 VANCOUVER WA 98666	SECRETARY/DI	0.00	0	0	0

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Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,

Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JAMES MILNER 6487 RIVER CLYDE DRIVE HIGHLAND MD 20777-9783	DIRECTOR	0.00	0	0	0
CHRISTOPHER MILNER 805 BROADWAY ST 1000 VANCOUVER WA 98666	DIRECTOR	0.00	0	0	0
SUSAN MILNER 805 BROADWAY ST 1000 VANCOUVER WA 98666	DIRECTOR	0.00	0	0	0

C1021 THE MILNER FAMILY FOUNDATION

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Statement 11 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
JAMES MILNER	\$ 10,100
MELANIE MILNER	10,100
TOTAL	\$ 20,200

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Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Address	Purpose	Amount
AGAINST MALARIA FOUNDATION			P O BOX 7247-6370	501(C) (3)	OPERATIONAL SUPPORT	10,000
PHILADELPHIA PA 19170	1500 HARVARD STREET NW	501(C) (3)				5,000
ALL SOULS CHURCH-UNITARIAN	501(C) (3)					
WASHINGTON DC 20005	ST-ST 700					
CAMPAIGN FOR A COMMERCIAL FREE CHIL	501(C) (3)					
BOSTON MA 02111	501(C) (3)					
THE CARTER CENTER	501(C) (3)					
ATLANTA GA 30307	501(C) (3)					
CRADLEROCK CHILDRENS CENTER	501(C) (3)					
COLUMBIA MD 21045	501(C) (3)					
FARM SANCTUARY	P O BOX 150					
WATKINS GLEN NY 14891	501(C) (3)					
GIVE DIRECT INC	171 AVENUE A-STE 6B					
NEW YORK NY 10009	501(C) (3)					
GRACE CENTER FOUNDATION	431 LAGOON AVENUE					
NAPLES FL 34108	501(C) (3)					
THE IMANI PROJECT	P O BOX 3437					
PORTLAND OR 97208	501(C) (3)					
MPT FOUNDATION INC	11767 OWINGS MILLS BLVD					
OWINGS MILLS MD 21117	501(C) (3)					
PARENT ENCOURAGEMENT PROGRAM	10100 CONNECTICUT AVE					
KENSINGTON MD 20895	501(C) (3)					
PARTNERS IN HEALTH INTERNATIONAL	P O BOX 845578					
BOSTON MA 02284	501(C) (3)					
PHILIPPINES TYPHOON HAIYAN RELIEF	689 MASSACHUSETTS AVENUE					
CAMBRIDGE MA 02139	501(C) (3)					
POPULATION SERVICES INTERNATIONAL	1120 19TH ST NW-STE 600					
WASHINGTON DC 20036	501(C) (3)					
UNITARIAN UNIVERSALIST ASSOCIATION	25 BEACON STREET					
BOSTON MA 02108	501(C) (3)					
UNITARIAN UNIVERSALIST CONGREGATION	7246 CRADLEROCK WAY					
COLUMBIA MD 21045	501(C) (3)					
UNITARIAN UNIVERSALIST SERVICE COMM	689 MASSACHUSETTS AVE					
CAMBRIDGE MA 02139	501(C) (3)					
					OPERATIONAL SUPPORT	8,000

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Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
UNITED REPUBLIC	P O BOX 60008	501 (C) (3)		OPERATIONAL SUPPORT	2,500
FLORENCE MA 01062	1250 24TH STREET NW	501 (C) (3)		OPERATIONAL SUPPORT	15,000
WORLD WILDLIFE FUND					
WASHINGTON DC 20037					
TOTAL					<u>113,300</u>

8868

Form (Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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. THE MILNER FAMILY FOUNDATION	Employer identification number (EIN) or 04-3837113
	Number, street, and room or suite no. If a P.O. box, see instructions 6487 RIVER CLYDE DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HIGHLAND, MD 20777-9783	

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

0 4

Application Is 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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MELANIE MILNER, 6487 RIVER CLYDE DRIVE, HIGHLAND, MD 20777

Telephone No. ► 301-854-0830

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 JULY 15, 20 14, 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 DECEMBER 01, 20 12, and ending NOVEMBER 30, 20 13 .
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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 0
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.	3b \$ 0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.	3c \$ 0

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

- 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE MILNER FAMILY FOUNDATION	Employer identification number (EIN) or 04-3837113
	Number, street, and room or suite no. If a P.O. box, see instructions. 6487 RIVER CLYDE DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HIGHLAND, MD 20777-9783	

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

0 4

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

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 ► **MELANIE MILNER**, 6487 RIVER CLYDE DRIVE, HIGHLAND MD 20777

Telephone No. ► **301-854-0830** 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.

4 I request an additional 3-month extension of time until **OCTOBER 15**, 20 14 .
 5 For calendar year , or other tax year beginning **DECEMBER 01**, 20 12 , and ending **NOVEMBER 30**, 20 13 .
 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 **TAXPAYERS NEED ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO PREPARE AN ACCURATE RETURN.**

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	\$	0
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	\$	0
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

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 ►

M. A. Milner

Title ►

CPA

Date ►

7-15-14

Form 8868 (Rev. 1-2014)