Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

Name of foundation: The David B. Miller Family Foundation

A Employer identification number: 20-8103224

Number and street (or P O box number if mail is not delivered to street address): 3811 Turtle Creek Blvd.
Room/suite: 1000

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

City or town, state or province, country, and ZIP or foreign postal code: Dallas TX 75219

C If exemption application is pending, check here ► ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 339,850.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)	4,238,183.			
2 Ck ► ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	35.	35.	35.	
4 Dividends and interest from securities	0.	0.	0.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	1,174,160.			
b Gross sales price for all assets on line 6a 3,227,436.				
7 Capital gain net income (from Part IV, line 2)		1,174,160.		
8 Net short-term capital gain			80,790.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	5,412,378.	1,174,195.	80,825.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	2,690.			
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	7,521.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 **Total operating and administrative expenses.** Add lines 13 through 23	10,211.			
25 Contributions, gifts, grants paid	5,139,601.			5,139,601.
26 **Total expenses and disbursements.** Add lines 24 and 25	5,149,812.			5,139,601.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	262,566.			
b **Net investment income** (if negative, enter -0-)		1,174,195.		
c **Adjusted net income** (if negative, enter -0-)			80,825.	

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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	1,221,142.	294,338.	294,338.
	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)	21,050.	45,512.	45,512.
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)			
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	1,242,192.	339,850.	339,850.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,242,192.	339,850.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,242,192.	339,850.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,242,192.	339,850.	

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	1,242,192.
2	Enter amount from Part I, line 27a	2	262,566.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,504,758.
5	Decreases not included in line 2 (itemize) ► FMV in Excess of Tax Basis for Securities Received	5	1,164,908.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	339,850.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement Attached	D	Various	Various
b	See Statement Attached	D	Various	Various
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	540,790.		460,000.	80,790.
b	2,686,646.		1,593,276.	1,093,370.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	80,790.
b	0.	0.	0.	1,093,370.
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	1,174,160.
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	80,790.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	4,346,897.	1,016,767.	4.275214
2011	3,267,680.	218,873.	14.929571
2010	2,148,904.	197,378.	10.887252
2009	1,972,457.	337,803.	5.839075
2008	1,839,762.	300,699.	6.118284

2	**Total** of line 1, column (d)	2	42.049396
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	8.409879
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	895,712.
5	Multiply line 4 by line 3	5	7,532,830.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,742.
7	Add lines 5 and 6	7	7,544,572.
8	Enter qualifying distributions from Part XII, line 4	8	5,139,601.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1			
	Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b		1	23,484.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	23,484.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	23,484.
6	Credits/Payments			
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a		
b	Exempt foreign organizations – tax withheld at source	6 b		
c	Tax paid with application for extension of time to file (Form 8868)	6 c 23,631.		
d	Backup withholding erroneously withheld	6 d		
7	Total credits and payments. Add lines 6a through 6d		7	23,631.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	167.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	20.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	0.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	If the answer is 'Yes' to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV.*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX - Texas			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ► N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 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 2013.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b		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:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? — 5b

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? — 7b

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

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

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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	0.
b	Average of monthly cash balances	1b	909,352.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	909,352.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	909,352.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,640.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	895,712.
6	**Minimum investment return.** Enter 5% of line 5	6	44,786.

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	44,786.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,484.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	23,484.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	21,302.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	21,302.
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	21,302.

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	5,139,601.
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	5,139,601.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,139,601.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					21,302.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				49.	
b Total for prior years 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2013					
a From 2008	1,824,953.				
b From 2009	1,955,653.				
c From 2010	2,139,075.				
d From 2011	3,262,922.				
e From 2012	4,303,487.				
f **Total** of lines 3a through e		13,486,090.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 5,139,601.					
a Applied to 2012, 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 2013 distributable amount					21,302.
e Remaining amount distributed out of corpus		5,118,299.			
5 Excess distributions carryover applied to 2013 *(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		18,604,389.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions				49.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		1,824,953.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		16,779,436.			
10 Analysis of line 9					
a Excess from 2009	1,955,653.				
b Excess from 2010	2,139,075.				
c Excess from 2011	3,262,922.				
d Excess from 2012	4,303,487.				
e Excess from 2013	5,118,299.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

David B. Miller

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

None

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

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

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

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

c Any submission deadlines·

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
Achievement Center of Texas 2950 North Shiloh Rd Garland TX 75044	N/A	Public Charity	Unrestricted use and Further the activities of Achievement Center of Texas	2,500.
Alzheimers Association 225 N. Michigan Ave. Fl. 17 Chicago IL 60601-7633	N/A	Public Charity	Unrestricted use and Further the activities of Alzheimers Association	3,000.
American Cancer Society 8900 John W Carpenter Frwy Dallas TX 75247	N/A	Public Charity	Unrestricted use and Further the activities of American Cancer Society	20,000.
American Heart Association 8200 Brookriver Drive Suite N100 Dallas TX 75247	N/A	Public Charity	Unrestricted use and Further the activities of American Heart Association	25,000.
American Jewish Committee 165 East 56 Street New York NY 10022	N/A	Public Charity	Unrestricted use and Further the activities of American Jewish Committee	16,700.
American Red Cross 4800 Harry Hines Blvd. Dallas TX 75235	N/A	Pubic Charity	Unrestricted use and Further the activities of American Red Cross	10,000.
Baylor Health Care System Foundation 3600 Gaston Avenue Suite 100 Dallas TX 75246	N/A	Public Charity	Unrestricted use and Further the activities of Baylor Health Care System Foundation	232,010.
Boy Scouts of America 8605 Harry Hines Blvd. Dallas TX 75235	N/A	Public Charity	Unrestricted use and Further the activities of Boy Scouts of America	35,000.
Brother Bill's Helping Hand 3906 N. Westmoreland Dallas TX 75212	N/A	Public Charity	Unrestricted use and Further the activities of Brother Bill's Helping Hand	10,000.
See Line 3a statement				4,785,391.
Total ▶ **3a**				5,139,601.
***b** Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	35.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,174,160.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,174,195.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,174,195.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-15-14 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Jay F. Rea	[signature]	5/13/14		P00751116

Firm's name ► Jay F. Rea, CPA Firm's EIN ► 76-0262208

Firm's address ► One Sugar Creek Center Boulevard, Suite 970, Sugar Land TX 77478 Phone no (281) 565-9200

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

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

Organization type (check one):

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

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

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

General Rule

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

Special Rules

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

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

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

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

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

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	David B. Miller 3811 Turtle Creek Blvd., Suite 1000 Dallas TX 75217	$ 1,020,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	David B. Miller 3811 Turtle Creek Blvd., Suite 1000 Dallas TX 75217	$ 3,218,183.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization
The David B. Miller Family Foundation

Employer identification number
20-8103224

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	15,227.869 shares Dodge & Cox International Stock Fund Symbol DODFX	$ 586,882.	05/24/13
1	34,755.681 shares Delafield Fund Symbol DEFIX	$ 1,222,010.	07/24/13
1	18,601.395 shares Longleaf Partners Fund Symbol LLPFX	$ 566,971.	07/24/13
1	12,549.67 shares Longleaf Partners Small Cap Fund Symbol LLSCX	$ 436,101.	10/08/13
1	3,019.64 shares Harbor International Fund Symbol HAINX	$ 205,909.	10/08/13
1	5,690.640 shares Scout International Fund Symbol UMBWX	$ 200,311.	10/08/13

Miscellaneous Statement

Amount Due From Director		
The Foundation made grants to several charities during 2013 that were determined during the preparation of the 2013 Form 990-PF to have had quid-pro-quos that benefited one or more of the directors. The total amount of the quid-pro-quo has been reported as a receivable as of December 31, 2013 and collected from the directors during 2014.	45,512.	
Total	45,512.	

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Jay F Rea CPA	Tax Prep	2,690.			
Total		2,690.			

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

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	7,451.			
Bank Charges	70.			
Total	7,521.			

Form 990-PF Part IV, Capital Gains and Losses for Tax on Investment Income

	(a) Description of property (Example: 100 shares XYZ Co)	Purchased (P) Donated (D)	(b) Date acquired (Mo, day, yr)	(c) Date sold (Mo, day, yr)	(d) Sales price	(e) Cost or other basis	(f) Gain or (loss) Subtract (e) from (d)
Part I - Short-Term Capital Gains and Losses - Assets Held Less Than One Year							
15,272 24	Delafield Fund	D	10/5/2012	7/25/2013	540,790 00	460,000 00	80,790 00
Total Long-Term Capital Gains and Losses					*540,790.00*	*460,000.00*	*80,790.00*
Part II - Long-Term Capital Gains and Losses - Assets Held More Than One Year							
1,280 00	Dodge & Cox International Stock F	D	3/31/2009	5/23/2013	49,346 20	24,402 35	24,943 85
4,489 94	Dodge & Cox International Stock F	D	3/31/2009	5/26/2013	172,128 41	85,598 08	86,530 33
4,105 31	Dodge & Cox International Stock F	D	3/1/2010	5/26/2013	157,383 28	126,000 00	31,383 28
138 20	Dodge & Cox International Stock F	D	12/21/2010	5/26/2013	5,298 22	4,888 25	409 97
262 71	Dodge & Cox International Stock F	D	12/20/2011	5/26/2013	10,071 38	7,600 21	2,471 17
4,951 71	Dodge & Cox International Stock F	D	3/28/2012	5/26/2013	189,831 01	164,000 00	25,831 01
19,223 66	Delafield Fund	D	10/24/2011	7/25/2013	680,710 00	520,000 00	160,710 00
259 78	Delafield Fund	D	12/23/2011	7/25/2013	9,199 00	7,069 00	2,130 00
2,140 09	Harbor International Fund	D	8/29/2002	10/8/2013	145,897 04	60,000 00	85,897 04
879 55	Harbor International Fund	D	3/31/2009	10/8/2013	59,962 11	30,000 00	29,962 11
0 01	Harbor International Fund	D	4/6/2011	10/8/2013	0 40	0 39	0 01
12,549 67	Longleaf Partners Small Cap Fund	D	12/29/2008	10/8/2013	436,052 03	173,717 84	262,334 19
18,601 40	Longleaf Partners Fund	D	12/29/2008	7/25/2013	570,456 00	280,000 00	290,456 00
5,690 64	Scout International Fund	D	3/31/2009	10/8/2013	200,310 53	110,000 00	90,310 53
0 00	Scout International Fund	D	6/24/2011	10/8/2013	0 14	0 13	0 01
Total Long-Term Capital Gains and Losses					*2,686,645.75*	*1,593,276.25*	*1,093,369.50*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Care Center Ministries 7912 Antoinette Street Dallas TX 75217	N/A	Public Charity	Unrestricted use and Further the activities of Care Center Ministries	Person or Business X 100,000.
Chi Alpha Christian Fellowship 3140 Dyer Street Dallas TX 75275	N/A	Public Charity	Unrestricted use and Further the activities of Chi Alpha Christian Fellowship	Person or Business X 10,000.
Children's Medical Center Foundation 1935 Medical Dsitrict Drive Dallas TX 75235	N/A	Public Charity	Unrestricted use and Further the activities of Christ Community Church	Person or Business X 25,000.
Communities Foundation of Texas 5500 Caruth Haven Lane Dallas TX 75225	N/A	Public Charity	Unrestricted use and Further the activities of Communities Foundation of Texas	Person or Business X 100,000.
Contact Crisis Line P.O. Box 800742 Dallas TX 75380	N/A	Public Charity	Unrestricted use and further the activities of Contact Crisis Line	Person or Business X 9,356.
Crystal Charity Ball 3838 Oak Lawn Avenue Suite L150 Dallas TX 75219	N/A	Public Charity	Unrestricted use and Further the activities of Crystal Charity Ball	Person or Business X 45,121.
Dallas Art Dealers Association 923 Salmon Dr. Dallas TX 75208	N/A	Public Charity	Unrestricted use and Further the activities of Dallas Art Dealers Association	Person or Business X 1,000.
Dallas Can Academy 325 W 12th Street Dallas TX 75208	N/A	Public Charity	Unrestricted use and Further the activities of Dallas Can Academy	Person or Business X 2,500.
Dallas Historical Society P.O. Box 150038 Dallas TX 75315	N/A	Public Charity	Unrestricted use and Further the activities of Dallas Historical Society	Person or Business X 9,720.
Dallas Summer Musicals PO Box 710336 Dallas TX 75371	N/A	Public Charity	Unrestricted use and Further the activities of Dallas Summer Musicals	Person or Business X 25,000.
Doctors Without Borders 333 Seventh Ave. 2nd Floor New York NY 10001	N/A	Public Charity	Unrestricted use and Further the activities of Doctors Without Borders	Person or Business X 10,000.
Empower African Children 3333 Lee Parkway Suite 110 Dallas TX 75219	N/A	Public Charity	Unrestricted use and Further the activities of Empower African Children	Person or Business X 10,000.
Family Legacy Mission International 5005 W Royal Lane Suite 252 Irving TX 75063	N/A	Public Charity	Unrestricted use and Further the activities of Family Legacy Mission International	Person or Business X 1,000.
FBI Agents Association P O Box 320215 Alexandria VA 22320	N/A	Public Charity	Unrestricted use and Further the activities of FBI Agents Association	Person or Business X 2,500.
First United Methodist Church Dallas 1928 Ross Avenue Dallas TX 75201	N/A	Public Charity	Unrestricted use and Further the activities of First United Methodist Church	Person or Business X 533,333.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
***a** Paid during the year*				
Genesis Women's Shelter 4411 Lemmon Avenue Suite 201 Dallas TX 75219	N/A	Public Charity	Unrestricted use and Further the activities of Genesis Women's Shelter	Person or ☐ Business ☒ 52,500.
Goodwill Industries 3020 N Westmoreland Rd. Dallas TX 75212	N/A	Public Charity	Unrestricted use and Further the activities of Goodwill Industries	Person or ☐ Business ☒ 260,000.
Helping a Hero P O Box 890786 Houston TX 77289	N/A	Public Charity	Unrestricted use and further the activities of Helping a Hero	Person or ☐ Business ☒ 9,850.
Interfaith Housing Coalition 5600 Ross Ave. Dallas TX 75206	N/A	Public Charity	Unrestricted use and Further the activities of Interfaith Housing Coalition	Person or ☐ Business ☒ 4,000.
InterVarsity USA 6400 Schroeder Rd. PO Box 7895 Madison WI 53707-7695	N/A	Public Charity	Unrestricted use and Further the activities of InterVarsity USA	Person or ☐ Business ☒ 5,000.
June Jones Foundation P.O. Box 75139 Dallas TX 75275	N/A	Public Charity	Unrestricted use and further the activities of June Jones Foundation	Person or ☐ Business ☒ 2,500.
Make a Wish Foundation 6655 Deseo Irving TX 75039	N/A	Public Charity	Unrestricted use and further the activities of Make a Wish Foundation	Person or ☐ Business ☒ 95,720.
Marine Corps Scholarship Foundation 909 N. Washington St. Suite 400 Alexandria VA 22314	N/A	Public Charity	Unrestricted use and further the activities of Marine Corps Scholarship Foundation	Person or ☐ Business ☒ 10,000.
MD Anderson Unit 0705 PO Box 301439 Houston TX 77230-1439	N/A	Public Charity	Unrestricted use and Further the activities of MD Anderson	Person or ☐ Business ☒ 9,000.
Memorial Lutheran Church 5810 Third Street Katy TX 77493	N/A	Public Charity	Unrestricted use and Further the activities of Memorial Lutheran Church	Person or ☐ Business ☒ 500.
Methodist Health System Foundation 1441 North Beckley Ave Dallas TX 75203	N/A	Public Charity	Unrestricted use and further the activities of Methodist Health System Foundation	Person or ☐ Business ☒ 10,000.
Planned Living Assistance Network 13151 Emily Road Suite 240 Dallas TX 75240-8989	N/A	Public Charity	Unrestricted use and further the activities of Planned Living Assistance Network	Person or ☐ Business ☒ 1,000.
Reality Ministries P O Box 242 Durham NC 27702	N/A	Public Charity	Unrestricted use and further the activities of Reality Ministries	Person or ☐ Business ☒ 10,000.
Retina Foundation of the Southwest 9600 N Central Expwy Suite 200 Dallas TX 75231	N/A	Public Charity	Unrestricted use and further the activities of Retina Foundation of the Southwest	Person or ☐ Business ☒ 2,500.
Salvation Army P O Box 36006 Dallas TX 75235	N/A	Public Charity	Unrestricted use and Further the activities of Salvation Army	Person or ☐ Business ☒ 209,820.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
Saturn Road Church of Christ 3030 Saturn Rd. Garland TX 75041	N/A	Public Charity	Unrestricted use and Further the activities of Saturn Road Church of Christ	Person or Business [X] 5,000.
Scottish Rite Hospital 2222 Welborn Street Dallas TX 75219	N/A	Public Charity	Unrestricted use and Further the activities of	Person or Business [X] 9,400.
SEAL Legacy Foundation 1401 McKinney Street, Suite 2222 Dallas TX 77010	N/A	Public Charity	Unrestricted use and further the activities of SEAL Legacy Foundation	Person or Business [X] 10,000.
The Senior Source 3910 Harry Hines Blvd Dallas TX 75219	N/A	Public Charity	Unrestricted use and further the activities of The Senior Source	Person or Business [X] 154,764.
Silver Hill United Methodist Church 2038 Silver Hill Loop Mount Holly AR 71758	N/A	Public Charity	Unrestricted use and Further the activities of Silver Hill United Methodist Church	Person or Business [X] 14,100.
Smile Train 41 Madison Avenue 28th Fl New York NY 10010	N/A	Public Charity	Unrestricted use and further the activities of Smile Train	Person or Business [X] 5,000.
SMU Athletics Hall of Fame P O Box 750281 Dallas TX 75275-0281	N/A	Public Charity	Unrestricted use and further the activities of SMU Athletics Hall of fame	Person or Business [X] 15,000.
SMU Circle of Champions P O Box 750281 Dallas TX 75275-0281	N/A	Public Charity	Unrestricted use and further the activities of SMU Circle of Champions	Person or Business [X] 500,000.
SMU Friends of Football P O Box 750281 Dallas TX 75275-0281	N/A	Public Charity	Unrestricted use and further the activities of SMU Friends of Football	Person or Business [X] 10,000.
SMU Maquire Center P O Box 750281 Dallas TX 75275-0281	N/A	Public Charity	Unrestricted use and further the activities of SMU Maquire Center	Person or Business [X] 1,000.
SMU Men's Basketball P O Box 750281 Dallas TX 75275-0281	N/A	Public Charity	Unrestricted use and further the activities of SMU Men's Basketball	Person or Business [X] 100,000.
SMU Mustang Club P O Box 750281 Dallas TX 75275-028	N/A	Public Charity	Unrestricted use and further the activities of SMU Mustang Club	Person or Business [X] 10,000.
Southern Methodist University P O Box 750281 Dallas TX 75275-028	N/A	Public Charity	Unrestricted use and further the activities of Southern Methodist University	Person or Business [X] 2,212,072.
Special Olympics 3712 Benson Drive, Suite 102 Raleigh NC 27609	N/A	Public Charity	Unrestricted use and further the activities of Special Olympics	Person or Business [X] 25,000.
St. Phillips School and Community Center 1600 Pennsylvania Ave. Dallas TX 75215	N/A	Public Charity	Unrestricted use and further the activities of St. Phillips School & Community Center	Person or Business [X] 4,250.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
The Cooper Institute 12330 Preston Road Dallas TX 75230	N/A	Public Charity	Unrestricted use and further the activities of The Cooper Institute	Person or ☐ Business ☒ 10,000.
The Dallas Foundation 3963 Maple Avenue Suite 390 Dallas TX 75219	N/A	Public Charity	Unrestricted use and further the activities of The Dallas Foundation	Person or ☐ Business ☒ 1,000.
The First Tee of Greater Dallas 2909 Cole Avenue, Suitr 305 Dallas TX 75204	N/A	Public Charity	Unrestricted use and further the activities of The First Tee of Greater Dallas	Person or ☐ Business ☒ 5,000.
The Perot Museum of Natural Science 2201 N Field Street Dallas TX 75201-1704	N/A	Public Charity	Unrestricted use and further the activities of The Perot Museum of Natural Science	Person or ☐ Business ☒ 25,000.
The Stewpot Alliance 4516 Lovers Lane Suite 229 Dallas TX 75225	N/A	Public Charity	Unrestricted use and further the activities of The Stewpot Alliance	Person or ☐ Business ☒ 10,480.
United Way of Metropolitan Dallas 1800 North Lamar Street Dallas TX 75202	N/A	Public Charity	Unrestricted use and further the activities of United Way of Metropolitan Dallas	Person or ☐ Business ☒ 25,000.
UT Southwestern Medical Center 5323 Harry Hines Blvd. Dallas TX 75235	N/A	Public Charity	Unrestricted use and further the activities of UT Southwestern Medical Center	Person or ☐ Business ☒ 15,000.
Volunteer Center of Northern Texas 2800 Live Oak Street Dallas TX 75204	N/A	Public Charity	Unrestricted use and further the activities of Volunteer Center of Northern Texas	Person or ☐ Business ☒ 49,905.
Wildwood Community Church 1501 24th Ave. NE Norman OK 73071	N/A	Public Charity	Unrestricted use and further the activities of Wildwood Community Church	Person or ☐ Business ☒ 1,500.
Total				4,785,391.