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Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No 1545-0052

2013

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

Name of foundation <b>MILLER FOUNDATION</b>		<b>A</b> Employer identification number 47-0489746
Number and street (or P O box number if mail is not delivered to street address) 105 ROCK RIDGE LANE		<b>B</b> Telephone number (see the instructions) (540) 377-9212
City or town, state or province, country, and ZIP or foreign postal code VESUVIUS VA 24483		<b>C</b> If exemption application is pending, check here. ▶ <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>D</b> 1 Foreign organizations, check here . . . . . ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . ▶ <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . ▶ <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,991,195.		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . ▶ <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc., received (att sch) . . . . .				
2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments . . . . .	27.	27.		
4 Dividends and interest from securities . . . . .	54,276.	54,276.		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain/(loss) from sale of assets not on line 10	108,552.	L-6a Stmt		
b Gross sales price for all assets on line 6a . . . . .	924,375.			
7 Capital gain net income (from Part IV, line 2) . . . . .		108,552.		
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/(loss) (att sch) . . . . .				
11 Other income (attach schedule) . . . . .				
12 Total. Add lines 1 through 11. . . . .	162,855.	162,855.	0.	
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>				
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) . . . . .	2,440.			2,440.
c Other prof fees (attach sch) . . . . .				
17 Interest. See Line 18 Stmt				
18 Taxes (attach schedule) (see instrs) . . . . .	4,925.	926.		3,999.
19 Depreciation (attach sch) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) . . . . .				
See Line 23 Stmt	15,156.	14,359.		797.
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	22,521.	15,285.		7,236.
25 Contributions, gifts, grants paid . . . . .	84,679.			84,679.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	107,200.	15,285.		91,915.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements . . . . .	55,655.			
b Net investment income (if negative, enter -0-) . . . . .		147,570.		
c Adjusted net income (if negative, enter -0-) . . . . .			0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .		43,982.	201,927.	201,927.
	3	Accounts receivable . . . . .				
		Less allowance for doubtful accounts . . . . .				
	4	Pledges receivable . . . . .				
		Less allowance for doubtful accounts . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach 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) L-10b. Stmt . . . . .		988,046.	948,882.	1,307,936.
	c	Investments — corporate bonds (attach schedule) L-10c. Stmt . . . . .		208,702.	104,245.	103,383.
	LIABILITIES	11	Investments — land, buildings, and equipment basis . . . . .			
		Less accumulated depreciation (attach schedule) . . . . .				
12		Investments — mortgage loans . . . . .				
13		Investments — other (attach schedule) L-13. Stmt . . . . .		336,076.	377,407.	377,949.
14		Land, buildings, and equipment basis . . . . .				
		Less accumulated depreciation (attach schedule) . . . . .				
15		Other assets (describe . . . . .)				
16		<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) . . . . .		1,576,806.	1,632,461.	1,991,195.
17		Accounts payable and accrued expenses . . . . .				
18		Grants payable . . . . .				
NET FUND ASSETS OR	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/> X				
	24	Unrestricted . . . . .		1,576,806.	1,632,461.	
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>				
27	Capital stock, trust principal, or current funds . . . . .					
28	Paid-in or capital surplus, or land, building, and equipment fund . . . . .					
29	Retained earnings, accumulated income, endowment, or other funds . . . . .					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		1,576,806.	1,632,461.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		1,576,806.	1,632,461.		

## 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	1,576,806.
2	Enter amount from Part I, line 27a . . . . .	2	55,655.
3	Other increases not included in line 2 (itemize) . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,632,461.
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	1,632,461.

**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)
<b>1 a</b> 150 SHARES APACHE CORP	P	06/08/12	02/01/13
<b>b</b> 7664.958 SHARES SCHWAB GNMA FUND	P	Various	07/24/13
<b>c</b> 3489.848 SHARES THORNBURG LTD TERM INCOME	P	02/19/13	12/16/13
<b>d</b> 125 SHARES APACHE CORP	P	02/16/11	02/01/13
<b>e</b> See Columns (a) thru (d)			

(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)
<b>a</b> 12,773.		12,308.	465.
<b>b</b> 76,343.		80,600.	-4,257.
<b>c</b> 46,520.		47,811.	-1,291.
<b>d</b> 10,644.		14,995.	-4,351.
<b>e</b> See Columns (a) thru (d)		660,109.	117,986.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
<b>a</b>			465.
<b>b</b>			-4,257.
<b>c</b>			-1,291.
<b>d</b>			-4,351.
<b>e</b> See Columns (i) thru (l)	0.	0.	117,986.

<b>2</b> 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 ]	<b>2</b>	108,552.
<b>3</b> 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	— [ ]	<b>3</b>	-5,083.

**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

<b>1</b> 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	90,326.	1,798,820.	0.050214
2011	88,337.	1,781,314.	0.049591
2010	90,634.	1,714,605.	0.052860
2009	61,852.	1,504,561.	0.041110
2008	149,791.	2,068,278.	0.072423
<b>2</b> Total of line 1, column (d)		<b>2</b>	0.266198
<b>3</b> 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		<b>3</b>	0.053240
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b>	1,899,215.
<b>5</b> Multiply line 4 by line 3		<b>5</b>	101,114.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b>	1,476.
<b>7</b> Add lines 5 and 6.		<b>7</b>	102,590.
<b>8</b> Enter qualifying distributions from Part XII, line 4		<b>8</b>	91,915.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,951.
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	2,951.
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	2,951.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	2,480.	
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		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,480.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	11.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	482.	
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	0.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		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?	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.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NE — Nebraska		
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	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address . . . . . N/A				
14	The books are in care of ▶ LOUISE F. MILLER Telephone no ▶ (540) 377-9212			
	Located at ▶ 105 ROCK RIDGE LANE VESUVIUS VA ZIP + 4 ▶ 24483-2717			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . 15			
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
<b>1 a</b> 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? . . . . . <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>b</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)? . . . . . <input type="checkbox"/> <b>1 b</b>		X
Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>		
<b>c</b> 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? . . . . . <b>1 c</b>		X
<b>2</b> 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))		
<b>a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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) . . . . . <b>2 b</b>		
<b>c</b> 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 __		
<b>3 a</b> 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>b</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) . . . . . <b>3 b</b>		
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <b>4 a</b>		X
<b>b</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? . . . . . <b>4 b</b>		X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5 a** 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)?

5 b

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)

**6 a** 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?

6 b

If 'Yes' to 6b, file Form 8870

**7 a** 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?

7 b

**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
LOUISE F. MILLER 105 ROCK RIDGE LANE VESUVIUS VA 24483	DIRECTOR, PRES & TREAS 10.00	0.	0.	0.
JAY MILLER 6650 COUNTRY RD P35 BLAIR NE 68008	DIRECTOR & SECRETARY 0.00	0.	0.	0.
LINN CULBERTSON 1921 GOSS STREET BOULDER CO 80302	DIRECTOR 0.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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 N/A	0.
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	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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Form 990-PF (2013)



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1 a</b>	1,825,268.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1 b</b>	102,869.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1 c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1 d</b>	1,928,137.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1 e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	1,928,137.
<b>4</b>	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	28,922.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	1,899,215.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	94,961.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	94,961.
<b>2 a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2 a</b>	2,951.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.) . . . . .	<b>2 b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2 c</b>	2,951.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	92,010.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	92,010.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	92,010.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 . . . . .	<b>1 a</b>	91,915.
<b>b</b>	Program-related investments — total from Part IX-B. . . . .	<b>1 b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3 a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3 b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	91,915.
<b>5</b>	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) . . . . .	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	91,915.

**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 . . . . .				92,010.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	34,470.			
b From 2009 . . . . .	0.			
c From 2010 . . . . .	5,816.			
d From 2011 . . . . .	241.			
e From 2012 . . . . .	2,833.			
f Total of lines 3a through e . . . . .	43,360.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 91,915.				
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 . . . . .				91,915.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	95.			95.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	43,265.			
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 . . . . .			0.	
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) . . . . .	34,375.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	8,890.			
10 Analysis of line 9				
a Excess from 2009 . . . . .	0.			
b Excess from 2010 . . . . .	5,816.			
c Excess from 2011 . . . . .	241.			
d Excess from 2012 . . . . .	2,833.			
e Excess from 2013 . . . . .	0.			

## N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or

4942(1)(5)

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	

**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(i)(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) )

NONE

**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

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

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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) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies . .					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . .			14	27.	
<b>4</b> Dividends and interest from securities . . . . .			14	54,276.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property . .					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . .			14	108,552.	
<b>9</b> Net income or (loss) from special events . .					
<b>10</b> Gross profit or (loss) from sales of inventory . .					
<b>11</b> Other revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				162,855.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					162,855.

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

[illegible]



Name MILLER FOUNDATION	Employer Identification Number 47-0489746
---------------------------	--

**Asset Information:**

Description of Property . . . . . CHARLES SCHWAB SALES OF SECURITIES

Date Acquired . . . . . Various	How Acquired . . . . . Purchased
Date Sold . . . . . Various	Name of Buyer . . . . .
Sales Price: . . . . . 923,164.	Cost or other basis (do not reduce by depreciation) . . . . . 815,823.
Sales Expense . . . . .	Valuation Method . . . . .
Total Gain (Loss) . . . . . 107,341.	Accumulation Depreciation . . . . .

Description of Property . . . . . CHARLES SCHWAB CAPITAL GAIN DIVIDENDS

Date Acquired . . . . . Various	How Acquired . . . . . Purchased
Date Sold . . . . . Various	Name of Buyer . . . . .
Sales Price . . . . . 1,211.	Cost or other basis (do not reduce by depreciation) . . . . .
Sales Expense . . . . .	Valuation Method . . . . .
Total Gain (Loss) . . . . . 1,211.	Accumulation Depreciation . . . . .

Description of Property . . . . .	How Acquired . . . . .
Date Acquired . . . . .	Name of Buyer . . . . .
Date Sold . . . . .	Cost or other basis (do not reduce by depreciation) . . . . .
Sales Price . . . . .	Valuation Method . . . . .
Sales Expense . . . . .	Accumulation Depreciation . . . . .
Total Gain (Loss) . . . . .	

Description of Property . . . . .	How Acquired . . . . .
Date Acquired . . . . .	Name of Buyer . . . . .
Date Sold . . . . .	Cost or other basis (do not reduce by depreciation) . . . . .
Sales Price . . . . .	Valuation Method . . . . .
Sales Expense . . . . .	Accumulation Depreciation . . . . .
Total Gain (Loss) . . . . .	

Description of Property . . . . .	How Acquired . . . . .
Date Acquired . . . . .	Name of Buyer . . . . .
Date Sold . . . . .	Cost or other basis (do not reduce by depreciation) . . . . .
Sales Price . . . . .	Valuation Method . . . . .
Sales Expense . . . . .	Accumulation Depreciation . . . . .
Total Gain (Loss) . . . . .	

Description of Property . . . . .	How Acquired . . . . .
Date Acquired . . . . .	Name of Buyer . . . . .
Date Sold . . . . .	Cost or other basis (do not reduce by depreciation) . . . . .
Sales Price . . . . .	Valuation Method . . . . .
Sales Expense . . . . .	Accumulation Depreciation . . . . .
Total Gain (Loss) . . . . .	

Description of Property . . . . .	How Acquired . . . . .
Date Acquired . . . . .	Name of Buyer . . . . .
Date Sold . . . . .	Cost or other basis (do not reduce by depreciation) . . . . .
Sales Price . . . . .	Valuation Method . . . . .
Sales Expense . . . . .	Accumulation Depreciation . . . . .
Total Gain (Loss) . . . . .	

Description of Property . . . . .	How Acquired . . . . .
Date Acquired . . . . .	Name of Buyer . . . . .
Date Sold . . . . .	Cost or other basis (do not reduce by depreciation) . . . . .
Sales Price . . . . .	Valuation Method . . . . .
Sales Expense . . . . .	Accumulation Depreciation . . . . .
Total Gain (Loss) . . . . .	

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

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	926.	926.		
FEDERAL INCOME TAXES	3,999.			3,999.
<b>Total</b>	<b>4,925.</b>	<b>926.</b>		<b>3,999.</b>

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INVESTMENT FEES	14,359.	14,359.		
ANNUAL MEETING	797.			797.
<b>Total</b>	<b>15,156.</b>	<b>14,359.</b>		<b>797.</b>

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

**Columns (a) thru (d)**

(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)
1175 SHARES ATMOS ENERGY	P	10/02/09	05/06/13
310 SHARES DOMINION RESOURCES VA	P	10/05/06	05/14/13
215 SHARES DOMINION RESOURCES VA	P	01/14/09	05/14/13
25 SHARES DOMINION RESOURCES VA	P	05/21/09	05/14/13
300 SHARES EMERSON ELECTRIC CO	P	09/03/10	08/07/13
248 SHARES EXXON MOBIL CORP	P	10/02/09	09/09/13
400 SHARES GENERAL MILLS INC	P	Various	05/06/13
825 SHARES HJ HEINZ CO	P	10/02/09	01/17/13
150 SHARES INTL BUSINESS MACHINES	P	05/11/04	08/07/13
50 SHARES MCKESSON CORPORATION	P	11/29/11	12/06/13
125 SHARES PEPSICO INC	P	01/14/09	10/30/13
475 SHARES PFIZER INC	P	Various	10/30/13
300 SHARES T ROWE PRICE GROUP	P	03/04/10	07/24/13
950 SHARES SCANA CORPORATION	P	10/02/09	01/25/13
1093.160 SHARES SCHWAB GNMA FUND	P	12/20/11	07/24/13
125 SHARES STRYKER CORP	P	03/04/10	10/30/13
100000 THE COCA COLA CO 3.625	P	10/08/09	12/02/13
5962.515 SHARES THORNBURG LTD TERM INCOME	P	Various	12/16/13
8744.408 SHARES VANGUARD GNMA FUND	P	Various	02/19/13
8744.407 SHARES VANGUARD GNMA FUND	P	Various	05/07/13
1400 SHARES VODAFONE GROUP	P	03/20/12	09/03/13
275 SHARES WALMART STORES	P	10/02/09	09/04/13
CAPITAL GAIN DIVIDENDS	P	Various	12/31/13



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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
52,174.		32,579.	19,595.
18,697.		11,913.	6,784.
12,968.		7,204.	5,764.
1,508.		766.	742.
18,483.		14,864.	3,619.
21,823.		13,711.	8,112.
19,848.		14,930.	4,918.
49,110.		32,018.	17,092.
28,237.		13,084.	15,153.
8,044.		3,940.	4,104.
10,598.		6,335.	4,263.
14,665.		11,697.	2,968.
22,614.		15,668.	6,946.
44,081.		32,372.	11,709.
10,888.		11,511.	-623.
9,231.		6,760.	2,471.
100,922.		104,457.	-3,535.
79,480.		80,000.	-520.
94,739.		97,634.	-2,895.
94,827.		96,931.	-2,104.
43,890.		38,180.	5,710.
20,057.		13,555.	6,502.
1,211.		0.	1,211.
Total		660,109.	117,986.

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

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))
			19,595.
			6,784.
			5,764.
			742.
			3,619.
			8,112.
0.	0.	0.	4,918.
			17,092.
			15,153.
			4,104.
			4,263.
0.	0.	0.	2,968.
			6,946.
			11,709.

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

Continued

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))
			-623.
			2,471.
			-3,535.
			-520.
			-2,895.
			-2,104.
			5,710.
			6,502.
0.	0.	0.	1,211.
Total			117,986.

Form 990-PF, Page 6, Part VIII, Line 1

## Information about Officers, Directors, Trustees, Etc.

(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
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> PAUL MILLER 29 LONDONDERRY LANE LINCOLNSHIRE IL 60069	DIRECTOR 0.00	0.	0.	0.
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> GENE CULBERTSON 1921 GOSS STREET BOULDER CO 80302	DIRECTOR 0.00	0.	0.	0.

Total

0. 0. 0.

## 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	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
DUBOIS PUBLIC LIBRARY				Person or <input type="checkbox"/>
P O BOX 1269				Business <input checked="" type="checkbox"/>
DUBOIS WY 82513		PUBLIC	CHARITY	2,000.
DUBOIS VOL FIRE DEPT				Person or <input type="checkbox"/>
8 3RD STREET				Business <input checked="" type="checkbox"/>
DUBOIS WY 82513		PUBLIC	CHARITY	5,000.
EOD MEMORIAL FOUNDATION				Person or <input type="checkbox"/>
P O BOX 309				Business <input checked="" type="checkbox"/>
BLUEMONT VA 20135		PUBLIC	CHARITY	5,000.
FAIRFIELD CENTER				Person or <input type="checkbox"/>
165 S MAIN STE A				Business <input checked="" type="checkbox"/>
HARRISONBURG VA 22801		PUBLIC	CHARITY	500.
FAIRFIELD VOL RESCUE SQUAD				Person or <input type="checkbox"/>
5885 N LEE HIGHWAY				Business <input checked="" type="checkbox"/>
FAIRFIELD VA 24483		PUBLIC	CHARITY	500.
FIRST PRESBYTERIAN CHURCH				Person or <input type="checkbox"/>
1820 FIFTEENTH ST				Business <input checked="" type="checkbox"/>
BOULDER CO 80302		PUBLIC	CHARITY	1,200.
FONTENELLE FOREST				Person or <input type="checkbox"/>
1111 N BELLEVUE BLVD				Business <input checked="" type="checkbox"/>
BELLEVUE NE 68005		PUBLIC	CHARITY	1,000.
GLASGOW RESCUE SQUAD				Person or <input type="checkbox"/>
710 MCCULLOCH ST				Business <input checked="" type="checkbox"/>
GLASGOW VA 24555		PUBLIC	CHARITY	50.
GOOD NEWS MINISTRY				Person or <input type="checkbox"/>
P O BOX 9760				Business <input checked="" type="checkbox"/>
RICHMOND VA 23228		PUBLIC	CHARITY	7,500.
GOSPEL FOR ASIA				Person or <input type="checkbox"/>
1800 GOLDEN TRAIL CT				Business <input checked="" type="checkbox"/>
CARROLTON TX 75010		PUBLIC	CHARITY	3,000.
JACKSON HOLE LAND TRUST				Person or <input type="checkbox"/>
P O BOX 1779				Business <input checked="" type="checkbox"/>
DUBOIS WY 82513		PUBLIC	CHARITY	3,000.
JOSLYN MUSEUM				Person or <input type="checkbox"/>
2200 DODGE ST				Business <input checked="" type="checkbox"/>
OMAHA NE 68102		PUBLIC	CHARITY	500.
JUNIOR ACHIEVEMENT				Person or <input type="checkbox"/>
11248 DAVENPORT AVE				Business <input checked="" type="checkbox"/>
OMAHA NE 68102		PUBLIC	CHARITY	2,000.
LEXINGTON RESCUE SQUAD				Person or <input type="checkbox"/>
350 SPOTTSWOOD DR				Business <input checked="" type="checkbox"/>
LEXINGTON VA 24450		PUBLIC	CHARITY	50.
LOGGERHEAD MARINE CENTER				Person or <input type="checkbox"/>
14200 US HWY ONE				Business <input checked="" type="checkbox"/>
JUNO BEACH FL 33408		PUBLIC	CHARITY	750.

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	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
MID AMERICA BOY SCOUTS 12401 W MAPLE OMAHA NE 68164		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 2,000.
NATURAL BRIDGE VOLUNTEER FIRE DEPT 5705 S LEE HWY NATURAL BRIDGE VA 24578		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 50.
NE PUBLIC RADIO (KVNO) 6001 DODGE STREET CB200 OMAHA NE 68182		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 300.
OMAHA SYMPHONY 1605 HOWARD ST OMAHA NE 68102		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 500.
OMAHA ZOO FOUNDATION 3701 S 10TH STREET OMAHA NE 68107		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 500.
OREGON HISTORICAL SOCIETY 1200 SW PARK AVE PORTLAND OR 97205		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 1,000.
OREGON ZOO FOUNDATION 4001 SW CANYON RD PORTLAND OR 97221		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 750.
ORPHANS OF THE STORM P O BOX 31 DEERFIELD IL 60015		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 4,000.
PLANNED PARENTHOOD 4610 DODGE ST OMAHA NE 68132		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 2,000.
ROCKBRIDGE COUNTY LIBRARY 138 S MAIN ST LEXINGTON VA 24450		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 2,000.
SACRED HEART JESUIT RETREAT 4801 N HWY 67 SEDALIA CO 80135		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 2,800.
SHEKINA HOUSE 1921 GOSS ST BOULDER CO 80302		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 8,000.
SOUTH RIVER VOL FIRE DEPT P O BOX 203 FAIRFIELD VA 24483		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 500.
ST CECILIA'S CATHOLIC CHURCH P O BOX 102 STANWOOD WA 98282		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 3,000.
ST STEPHENS MISSION P O BOX 278 ST STEPHENS WY 82524		PUBLIC	CHARITY	Person or Business <input checked="" type="checkbox"/> 2,000.

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

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
STAND TO REASON				Person or <input type="checkbox"/>
1438 E 33RD ST				Business <input checked="" type="checkbox"/>
SIGNAL HILL CA 90755		PUBLIC	CHARITY	1,500.
UNIVERSITY OF IDAHO				Person or <input type="checkbox"/>
P O BOX 442321				Business <input checked="" type="checkbox"/>
MOSCOW ID 83844		PUBLIC	CHARITY	600.
VA PUBLIC RADIO (WMRA)				Person or <input type="checkbox"/>
P O BOX 1292				Business <input checked="" type="checkbox"/>
HARRISONBURG VA 22803		PUBLIC	CHARITY	1,000.
WARM BEACH CHRISTIAN CAMP				Person or <input type="checkbox"/>
20800 MARINE DR				Business <input checked="" type="checkbox"/>
STANWOOD WA 98282		PUBLIC	CHARITY	3,000.
WILDERNESS BAPTIST CHURCH				Person or <input type="checkbox"/>
304 HAYS ST				Business <input checked="" type="checkbox"/>
DUBOIS WY 82513		PUBLIC	CHARITY	500.
WY PUBLIC RADIO				Person or <input type="checkbox"/>
1000 E UNIV AVE				Business <input checked="" type="checkbox"/>
LARAMIE WY 82071		PUBLIC	CHARITY	1,000.
YMCA ROCKBRIDGE				Person or <input type="checkbox"/>
126 WALKER ST				Business <input checked="" type="checkbox"/>
LEXINGTON VA 24450		PUBLIC	CHARITY	500.

Total

69,550.Form 990-PF, Page 2, Part II, Line 10b  
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
100 SHS W.W. GRAINGER	8,619.	25,542.
1000 SHS WGL HOLDINGS	32,776.	40,060.
650 SHS GENERAL MILLS	25,073.	32,442.
1075 SHS VERIZON COMMUNICATIONS	30,186.	52,826.
1225 SHS AT&T CORP	32,518.	43,071.
125 SHS EOG RESOURCES	20,340.	20,980.
125 SHS VISA INC	21,995.	27,835.
275 SHS NOVARTIS AG ADR	15,594.	22,105.
200 SHS COSTCO WHOLESALE	22,826.	23,804.
200 SHS OCCIDENTAL PETE	17,565.	19,020.
275 SHS VMWARE INC	20,775.	24,670.

Form 990-PF, Page 2, Part II, Line 10b  
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
300 SHS MCDONALDS	24,192.	29,109.
150 SHS MCKESSON CORP	11,820.	24,210.
1550 SHS PFIZER INC	25,069.	47,476.
225 SHS UNITED TECHNOLOGIES	14,499.	25,605.
250 SHS CHEVRON TEXACO INC	13,629.	31,227.
250 SHS SCHLUMBERGER LTD	14,211.	22,528.
275 SHS NEXTERA ENERGY	14,642.	23,546.
275 SHS ROCKWELL AUTOMATION	19,971.	32,494.
300 SHS HOME DEPOT	22,590.	24,702.
300 SHS PNC FINANCIAL	22,895.	23,274.
300 SHS ROYAL BK CDA	18,472.	20,169.
325 SHS QUALCOMM INC	13,850.	24,131.
325 SHS TARGET CORPORATION	17,390.	20,563.
350 SHS AMERICAN EXPRESS	15,409.	31,755.
350 SHS DARDEN RESTAURANTS	16,604.	19,029.
360 SHS PROCTOR & GAMBLE	14,812.	29,308.
375 SHS ACCENTURE LTD	14,266.	30,832.
425 SHS TORONTO DOMINION BANK	36,787.	40,052.
450 SHS EXPRESS SCRIPTS INC CL A	20,133.	31,608.
350 SHS STRYKER CORP	18,331.	26,299.
550 SHS COMCAST CORP	21,904.	28,581.
550 SHS MICROCHIP TECHNOLOGY	13,775.	24,612.
625 SHS COCA COLA	22,027.	25,819.
625 SHS JOHNSON & JOHNSON	40,272.	57,244.
650 SHS KINDER MORGAN	25,352.	23,400.
525 SHS PEPSICO INC	33,090.	43,544.
675 SHS ORACLE SYSTEMS CORP	13,806.	25,826.
775 SHS MICROSOFT CORP	22,518.	28,993.
975 SHS INTEL CORPORATION	21,352.	25,306.
850 SHS GENERAL ELECTRIC	20,619.	23,825.
950 SHS AGL RESOURCES	33,000.	44,868.
950 SHS BCE INC NEW	39,882.	41,125.
975 SHS EMC CORP MASS	23,446.	24,521.
Total	948,882.	1,307,936.

Form 990-PF, Page 2, Part II, Line 10c  
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
100000 PROCTOR & GAMBLE 3.500% DUE 02/15/15	104,245.	103,383.
Total	104,245.	103,383.

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

<b>Line 13 - Investments - Other:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
9475.168 SHS THORNBURG LTD TERM INCOME FUND	127,978.	125,830.
14127.388 SHS BLACKROCK STRATEGIC INCOME	144,000.	143,534.
8510.805 SHS EATON VANCE FLOATING	81,000.	80,853.
600 SHS SECTOR SPDR MATERIALS FUND	24,429.	27,732.
<b>Total</b>	<u>377,407.</u>	<u>377,949.</u>