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Return of Private Foundation

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning , **2013**, and ending , **20**

Name of foundation THE MILES FOUNDATION, INC.		A Employer identification number 75-2739180
Number and street (or P O box number if mail is not delivered to street address) 2821 WEST 7TH STREET		B Telephone number (see instructions) (817) 420-9914
Room/suite 200		
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76107		
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 43,112,286.		J Accounting method: ☒ Cash ☐ Accrual ☐ 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)
1	Contributions, gifts, grants, etc., received (attach schedule). if the foundation is not required to attach Sch. B	1,040,000.			
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	53,260.	53,260.		ATCH 1
4	Dividends and interest from securities	381,386.	267,116.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	498,004.			
b	Gross sales price for all assets on line 6a 9,343,570.				
7	Capital gain net income (from Part IV, line 2)		498,004.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	6,504,578.	4,578,221.		
12	Total. Add lines 1 through 11	8,477,228.	5,396,601.		
13	Compensation of officers, directors, trustees, etc.	249,538.	43,571.		205,967.
14	Other employee salaries and wages	136,510.	23,835.		112,675.
15	Pension plans, employee benefits	118,216.	13,576.		104,640.
16a	Legal fees (attach schedule) ATCH 4	63,511.	61,181.		2,330.
b	Accounting fees (attach schedule) ATCH 5	55,936.	6,161.		49,775.
c	Other professional fees (attach schedule) *	301,208.	236,360.		64,849.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 7	344,736.	281,832.		
19	Depreciation (attach schedule) and depletion	16,770.	807,872.		
20	Occupancy	68,103.	17,026.		51,077.
21	Travel, conferences, and meetings	30,658.	1,237.		29,421.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	566,689.	522,113.		44,576.
24	Total operating and administrative expenses. Add lines 13 through 23	1,951,875.	2,014,764.		665,310.
25	Contributions, gifts, grants paid	1,440,890.			1,440,890.
26	Total expenses and disbursements. Add lines 24 and 25	3,392,765.	2,014,764.	0	2,106,200.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	5,084,463.			
b	Net investment income (if negative, enter -0-)		3,381,837.		
c	Adjusted net income (if negative, enter -0-)				

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		2,664,013.	5,880,715.	5,880,715.
	2	Savings and temporary cash investments		507,306.	802,772.	808,137.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶		5,277.		
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶ ATCH 9		1,768,000.	2,100,000.	2,100,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) **		1,210,880.	378,454.	377,856.
	b	Investments - corporate stock (attach schedule) ATCH 11		8,243,257.	9,522,249.	10,863,187.
	c	Investments - corporate bonds (attach schedule) ATCH 12		607,363.	696,718.	695,808.
	11	Investments - land, buildings, and equipment basis ▶ 3,155,911.				
	Less accumulated depreciation (attach schedule) ▶ ATCH 20		2,115,911.	3,155,911.	3,155,911.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 13		9,956,188.	9,638,997.	19,157,215.	
14	Land, buildings, and equipment basis ▶ 117,678.					
	Less accumulated depreciation (attach schedule) ▶ ATCH 21 44,221.		86,615.	73,457.	73,457.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		27,164,810.	32,249,273.	43,112,286.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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, . . . ▶ ☒ X					
	check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		27,164,810.	32,249,273.	
30	Total net assets or fund balances (see instructions)		27,164,810.	32,249,273.		
31	Total liabilities and net assets/fund balances (see instructions)		27,164,810.	32,249,273.		

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	27,164,810.
2	Enter amount from Part I, line 27a	2	5,084,463.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	32,249,273.
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	32,249,273.

**ATCH 10

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	498,004.	
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	66,696.	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,655,356.	36,330,521.	0.045564
2011	1,537,401.	29,806,796.	0.051579
2010	1,397,727.	27,098,428.	0.051580
2009	1,445,027.	20,945,190.	0.068991
2008	1,646,131.	17,811,804.	0.092418
2 Total of line 1, column (d)			2 0.310132
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.062026
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 39,041,576.
5 Multiply line 4 by line 3			5 2,421,593.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 33,818.
7 Add lines 5 and 6			7 2,455,411.
8 Enter qualifying distributions from Part XII, line 4 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			8 2,106,200.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	67,637.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	67,637.
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	67,637.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	91,675.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	75,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	166,675.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	99,038.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 99,038. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
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
4a 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?	X	
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, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH, TX, _____		
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).	ATCH 14	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 ▶ JACK BURDETT	Telephone no ▶ 817-420-9914			
Located at ▶ 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX		ZIP+4 ▶ 76107			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	▶	15		
and enter the amount of tax-exempt interest received or accrued during the year			▶ 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶					X

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

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

		Yes	No
1a	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)?	1b	X
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?	1c	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 ▶			
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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ 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)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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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** N/A

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** 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** N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		249,538.	58,451.	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
ATCH 16		99,291.	25,301.	0

Total number of other employees paid over \$50,000 ☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services		0

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 HISTORICAL PRESERVATION OF WORLD WAR II MEMORABILIA	18,105.
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	10,530,188.
b	Average of monthly cash balances	1b	4,619,347.
c	Fair market value of all other assets (see instructions)	1c	24,486,583.
d	Total (add lines 1a, b, and c)	1d	39,636,118.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	39,636,118.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	594,542.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,041,576.
6	Minimum investment return. Enter 5% of line 5	6	1,952,079.

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	1,952,079.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	67,637.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	67,637.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,884,442.
4	Recoveries of amounts treated as qualifying distributions	4	33,500.
5	Add lines 3 and 4	5	1,917,942.
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	1,917,942.

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	2,106,200.
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	2,106,200.
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	2,106,200.

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				1,917,942.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,524,768.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,106,200.				
a Applied to 2012, but not more than line 2a . . .			1,524,768.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	581,432.			
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus . .				
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	581,432.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,917,942.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	581,432.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009 . . .				
b Excess from 2010 . . .				
c Excess from 2011 . . .				
d Excess from 2012 . . .				
e Excess from 2013 . . .				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

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 address of the person to whom applications should be addressed
JAY MCCALL, 2821 W. 7TH ST., STE 200, FORT WORTH, TX 76107 * (817) 420-9914 EXT. 106

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

SEE ATTACHMENT 22

c Any submission deadlines.

SPRING: LETTERS OF INQUIRY DUE APRIL 1; FULL APPLICATIONS DUE MAY 15
FALL: LETTERS OF INQUIRY DUE SEPTEMBER 1; FULL APPLICATIONS DUE OCTOBER 15

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

SEE ATTACHMENT 23

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 17				
Total			3a	1,440,890.
b Approved for future payment ATCH 18				
Total			3b	250,000.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee

Date 11/10/2024

► President
Title

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

Paid Preparer Use Only	Print/Type preparer's name MORGAN L. SOUZA	Preparer's signature <i>Morgan L Souza</i>	Date 10/02/2014	Check ☐ if self-employed	PTIN P00652612
	Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
	Firm's address ▶ 210 PARK AVE., SUITE 2850 OKLAHOMA CITY, OK 73102			Phone no 405-239-6411	

Form **990-PF** (2013)

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

OMB No 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

THE MILES FOUNDATION, INC.

Employer identification number

75-2739180

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 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)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization THE MILES FOUNDATION, INC.

Employer identification number
75-2739180**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	\$ 1,040,000.	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)
		\$	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)

Employer identification number

75-2739180

Part II

[illegible]

Name of organization THE MILES FOUNDATION, INC.

Employer identification number

75-2739180

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,343,570.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 8,845,566.				P	VAR 498,004.	VAR
TOTAL GAIN (LOSS)							<u>498,004.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK ACCOUNT INTEREST	53,260.	53,260.
TOTAL	<u>53,260.</u>	<u>53,260.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS PORTFOLIO INT. & DIV.	3,474.	3,474.
MERRILL LYNCH PORTFOLIO INT & DIV.	263,642.	263,642.
PRINCIPAL PAYMENTS	114,270.	
TOTAL	381,386.	267,116.

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OIL & GAS ROYALTIES	4,602,602.	4,602,602.
FLOW-THROUGH PARTNERSHIP INCOME	1,866,460.	-26,397.
GRANT RECOVERY	33,500.	
OTHER INVESTMENT INCOME	2,016.	2,016.
TOTALS	<u>6,504,578.</u>	<u>4,578,221.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	63,511.	61,181.		2,330.
TOTALS	<u>63,511.</u>	<u>61,181.</u>		<u>2,330.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	55,936.	6,161.		49,775.
TOTALS	<u>55,936.</u>	<u>6,161.</u>		<u>49,775.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
STRATEGIC PLANNING SESSIONS & ANNUAL REPORT	29,612.		29,612.
HUMAN RESOURCES	30,236.	10,738.	19,498.
TECHNOLOGY SERVICES	11,159.	151.	11,009.
PR/COMMUNICATIONS CONSULTING	4,730.		4,730.
REAL PROPERTY INVESTMENT ADVISORY FEES	27,459.	27,459.	
OTHER INVESTMENT ADVISORY FEES	198,012.	198,012.	
TOTALS	<u>301,208.</u>	<u>236,360.</u>	<u>64,849.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EXCISE TAXES	62,000.		
REAL ESTATE TAXES	277,694.	277,694.	
STATE TAXES	904.		
FOREIGN TAXES	4,138.	4,138.	
TOTALS	344,736.	281,832.	

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DATA PROCESSING	19,152.	2,760.	16,392.
OFFICE EXPENSES	10,432.	4,775.	5,657.
DUES & MEMBERSHIPS	3,040.	109.	2,931.
INSURANCE	2,251.	2,251.	
BANK CHARGES	12.	1.	11.
LICENSES/PERMITS	709.	556.	153.
HISTORICAL PRESERVATION PROJECT	18,105.		18,105.
INVESTMENT EXPENSE	511,532.	511,532.	
MISCELLANEOUS	1,456.	129.	1,327.
TOTALS	566,689.	522,113.	44,576.

ATTACHMENT 9FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: MILES PRODUCTION, L.P.
ORIGINAL AMOUNT: 918,000.
INTEREST RATE: GREATER OF THE INDEX RATE, PLUS THE APPLICABLE MARGIN AND 6.00%
DATE OF NOTE: 06/20/2011
MATURITY DATE: 06/20/2014
REPAYMENT TERMS: MONTHLY INTEREST PAYMENTS UNTIL MATURITY
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PAYOFF OF NOTE TO NORTHSTAR BANK ON BEHALF OF
MILES PRODUCTION, L.P.
BEGINNING BALANCE DUE 918,000.
ENDING BALANCE DUE NONE.
ENDING FAIR MARKET VALUE NONE.

BORROWER: ORGAN TRANSPORT SYSTEMS, INC.
ORIGINAL AMOUNT: 500,000.
INTEREST RATE: 13.500000
DATE OF NOTE: 06/11/2012
MATURITY DATE: 06/11/2015
REPAYMENT TERMS: MONTHLY INTEREST PAYMENTS UNTIL MATURITY
SECURITY PROVIDED: INTELLECTUAL PROPERTY
PURPOSE OF LOAN: INVESTMENT
BEGINNING BALANCE DUE 850,000.
ENDING BALANCE DUE 1,200,000.
ENDING FAIR MARKET VALUE 1,200,000.

ATTACHMENT 9 (CONT'D)

BORROWER:	OAKS OF ARGYLE, LP	
ORIGINAL AMOUNT:	900,000.	
INTEREST RATE:	16.000000	
DATE OF NOTE:	04/01/2013	
MATURITY DATE:	04/01/2018	
REPAYMENT TERMS:	INTEREST ONLY - PAYMENTS DEFERRED 12 MONTHS	
SECURITY PROVIDED:	2ND LIEN POSITION	
PURPOSE OF LOAN:	PURCHASE OF LAND & DEVELOPMENT OF A RESIDENTIAL HOUSING SUBVISION	
BEGINNING BALANCE DUE		
ENDING BALANCE DUE		<u>900,000.</u>
ENDING FAIR MARKET VALUE		<u>900,000.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE		<u>1,768,000.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE		<u>2,100,000.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE		<u>2,100,000.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 10</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH EQUITY PORTFOLIO	1,210,880.	378,454.	377,856.
(SEE DETAIL ATTACHED - ATCH 10A)			
US OBLIGATIONS TOTAL	<u>1,210,880.</u>	<u>378,454.</u>	<u>377,856.</u>

Trust Statement Link Service

Total Relationship Value As Of 12/31/13 \$12,585,472.28

THE MILES FOUNDATION
2821 W 7TH ST STE 200
FORT WORTH TX 76107-8914

YOUR FINANCIAL ADVISOR:
ROBERT BURNS
FA # 1612
(888) 255-0680

Your Merrill Lynch Office:
286 GRAND AVE SUITE 200
SOUTHLAKE TX 76092

Trust Officer: JANA REYNOLDS
713-422-8311

ACTIVITY SUMMARY

	Fiscal Year Value 12/2013
Credits	
Sales	9,343,569.83
Income	363,697.59
Funds Received	41.00
Electronic Tfrs	0.00
Other Credits	297,801.96
Total Credits	10,005,110.38
Debits	
Purchases	9,511,050.54
Withdrawals	0.00
Electronic Tfrs	0.00
Bill Payment	0.00
ML Trust Fees	92,721.64
Non ML Trust Fees	0.00
Other Debits	109,195.76
Total Debits	9,712,967.94
Net Activity	292,142.44

ANNUAL PORTFOLIO SUMMARY

	Fiscal Year Value 12/31/13	Current Portfolio Cost Basis	Unrealized Gains/(Losses)
Cash/Money Accounts	504,011.34	504,011.34	0.00
CD's/Equivalent	0.00	0.00	0.00
Government Securities	377,858.46	378,454.45	(597.99)
Corporate Bonds	695,807.53	696,718.49	(910.96)
Municipal Bonds	0.00	0.00	0.00
Equities	4,950,801.42	3,931,985.53	1,018,815.89
Mut Funds/CEF/UIT	5,664,905.77	5,347,778.58	317,127.19
Options	0.00	0.00	0.00
Other	386,725.00	7.00	0.00
Long Market Value	12,580,107.52	10,858,955.39	1,334,434.13
Debit Balance	0.00	0.00	0.00
Short Market Value	0.00	0.00	0.00
Estimated Accrued Int	5,364.76	0.00	0.00
Net Portfolio Value	12,585,472.28	10,858,955.39	1,334,434.13

PLEASE NOTE:

	Current Year (12/13)
Interest	42,772.96
Dividends	320,824.63
Total	363,697.59
Accrued Interest Earned	0.00
Accrued Interest Paid	6,482.50

This fiscal year end statement is for information purposes and should be used in conjunction with your monthly statements. This statement does not reflect any pending trades or dividend reclassifications. Please consult your tax advisor regarding any tax planning and reporting requirements.

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
17,000	FEDERAL NATL MTG ASSOC NOTES 00.625% OCT 30 2014	05/01/12	17,025.51	17,062.56	37.05	17.71	107.00
30,000	FEDERAL NATL MTG ASSOC	12/06/13	30,121.59	30,110.40	(11.19)	31.25	188.00
17,000	FEDERAL NATL MTG ASSOC CALLABLE NOTES 01.200% FEB 28 2018	12/10/13	16,914.66	16,625.49	(289.17)	69.70	204.00
22,000	U.S. TREASURY NOTE 0.375% NOV 15 2014 00.375% NOV 15 2014	12/08/13	22,041.32	22,042.02	0.70	10.48	83.00
36,000	U.S. TREASURY NOTE 0.250% JUL 31 2015 MOODY'S: AAA S&P: ***	12/06/13	35,990.28	35,998.56	8.28	37.42	90.00
93,000	U.S. TREASURY NOTE 1.250% OCT 31 2015 01.250% OCT 31 2015	12/06/13	94,606.04	94,540.08	(65.96)	195.89	1,163.00

PLEASE SEE REVERSE SIDE
Page 11 of 399
Statement Period Year Ending 12/31/13
Account No. 7SL-11279

TRUST MANAGEMENT ACCOUNT

MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
11,000	U.S. TREASURY NOTE 1.250% APR 15 2014 01.250% APR 15 2014	10/16/12	11,031.22	11,035.84	4.42	29.09	138.00
47,000	U.S. TREASURY NOTE	06/13/13	47,429.77	47,152.28	(277.49)	124.28	588.00
103,000	U.S. TREASURY NOTE 0.500% OCT 15 2014 00.500% OCT 15 2014	12/06/13	103,294.08	103,289.43	(4.63)	108.94	515.00
Total Government Securities				377,856.46	(597.99)	624.76	3,076.00
Corporate Bonds							
23,000	ANHEUSER-BUSCH INBEV WOR COMPANY GUARNT GLB 01.375% JUL 15 2017	12/06/13	23,018.13	22,951.70	(66.43)	145.83	317.00
47,000	AMAZON.COM INC GLB 00.650% NOV 27 2015	12/06/13	47,042.48	46,978.85	(63.63)	28.85	308.00
44,000	BERKSHIRE HATHAWAY INC GLB 02.200% AUG 15 2016	12/06/13	45,613.48	45,447.60	(165.88)	365.89	968.00
46,000	CITIGROUP INC GLB 01.250% JAN 15 2016	12/06/13	46,169.31	46,152.72	(16.59)	265.14	575.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
22,000	DEUTSCHE BANK AG GLB 03.250% JAN 11 2016	12/06/13	23,095.91	23,009.14	(86.77)	337.84	715.00
8,000	DIRECTV HLDG/FIN INC COMPANY GUARNT 03.500% MAR 01 2016	09/06/11	8,206.85	8,397.52	190.67	93.33	280.00
3,000	DIRECTV HLDG/FIN INC ORIGINAL UNIT/TOTAL COST: 103.5790/3,107.37	10/19/11	3,054.94	3,149.07	94.13	35.00	105.00
33,000	DIRECTV HLDG/FIN INC ORIGINAL UNIT/TOTAL COST: 105.1310/34,693.23	12/06/13	34,651.33	34,639.77	(11.56)	385.00	1,155.00
46,000	EBAY INC GLB 01.350% JUL 15 2017	12/06/13	46,022.20	45,737.80	(284.40)	286.35	821.00
22,000	ENTERPRISE PRODUCTS OPER COMP GUARNT SER G GLB 05.600% OCT 15 2014	12/06/13	22,875.82	22,861.08	(14.74)	260.09	1,232.00
44,000	GOLDMAN SACHS GROUP INC SER GMTN GLB 03.700% AUG 01 2015	12/06/13	45,870.33	45,816.76	(53.57)	678.33	1,628.00
23,000	MORGAN STANLEY GLB 01.750% FEB 25 2016	12/06/13	23,339.31	23,308.66	(30.65)	140.88	403.00

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Corporate Bonds							
23,000	METLIFE INC STEP% DEC 15 2017 MOODY'S: A3 S&P: A-	12/06/13	22,945.72	22,755.97	(189.75)	17.95	404.00
23,000	STATOIL ASA COMPANY GUARNT GLB 01.800% NOV 23 2018	12/06/13	23,815.30	23,512.90	(102.40)	43.70	414.00
45,000	VERIZON COMMUNICATIONS GLB 02.500% SEP 15 2016	12/08/13	46,691.46	46,531.80	(159.66)	321.87	1,125.00
22,000	WELLS FARGO BANK NA GLB 03.625% APR 15 2015	12/06/13	22,863.98	22,882.86	18.88	168.36	798.00
22,000	USD BP CAPITAL PLC 1.846% MAY 05 2017 MOODY'S: A2 S&P: A<	12/16/13	22,365.59	22,220.88	(144.71)	63.17	407.00
11,000	USD RABOBANK UTRECHT 3.375% JAN 19 2017 MOODY'S: AA2 S&P: AA-<	02/10/12	11,178.05	11,581.79	403.74	167.06	372.00
12,000	USD RABOBANK UTRECHT ORIGINAL UNIT/TOTAL COST: 105.8900/12,706.80	12/06/13	12,694.40	12,634.68	(59.72)	182.25	405.00
24,000	USD VODAFONE GROUP .900% FEB 19 2016 MOODY'S: A3 S&P: A-<	12/06/13	23,940.24	24,084.00	143.76	79.20	216.00

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Corporate Bonds							
22,000	SHELL INTERNATIONAL FIN COMPANY GUARNT GLB 03.100% JUN 28 2015	12/08/13	22,889.83	22,831.16	(58.67)	5.68	682.00
24,000	BANK OF NEW YORK MELLON SER MTN 01.350% MAR 08 2018	12/17/13	23,719.68	23,495.04	(224.64)	103.50	324.00
47,000	AMERICAN EXPRESS CREDIT SER MTN GLB 01.750% JUN 12 2015	12/08/13	47,763.22	47,758.58	(4.64)	43.41	823.00
22,000	PRUDENTIAL FINANCIAL INC SER MTN 03.875% JAN 14 2015	12/06/13	22,746.34	22,742.72	(3.62)	395.47	853.00
24,000	JPMORGAN CHASE & CO SER MTN 01.875% MAR 20 2015	12/06/13	24,344.59	24,324.48	(20.11)	126.25	450.00
Total Corporate Bonds			696,718.49	695,807.53	(910.96)	4,740.00	15,578.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
552	ABBOTT LABS	02/26/13	18,796.54	21,158.16	2,361.62	486.00
395	ABBOTT LABS	03/26/13	13,531.91	15,140.35	1,608.44	348.00
530	ASTRAZENECA PLC SPND ADR	12/05/13	29,831.10	31,468.10	1,635.00	1,484.00
115	ASTRAZENECA PLC SPND ADR	12/11/13	6,481.20	6,827.55	346.35	322.00
210	AGILENT TECHNOLOGIES INC	07/17/13	9,623.27	12,009.90	2,386.63	111.00
208	AGILENT TECHNOLOGIES INC	08/16/13	9,792.68	11,895.52	2,102.84	110.00
199	AGILENT TECHNOLOGIES INC	09/18/13	9,710.40	11,380.81	1,670.41	106.00
185	AGILENT TECHNOLOGIES INC	12/05/13	9,916.85	10,580.15	663.30	98.00
119	ANHEUSER-BUSCH INBEV ADR	11/22/11	6,904.97	12,668.74	5,763.77	298.00
83	ANHEUSER-BUSCH INBEV ADR	01/10/12	5,092.32	8,836.18	3,743.86	208.00
40	ANHEUSER-BUSCH INBEV ADR	01/31/12	2,435.89	4,258.40	1,822.51	101.00
347	ANHEUSER-BUSCH INBEV ADR	12/05/13	34,895.08	36,941.62	2,046.54	869.00
37	ABBVIE INC SHS	11/02/11	1,024.44	1,953.97	929.53	60.00
54	ABBVIE INC SHS	11/16/11	1,513.66	2,851.74	1,338.08	87.00
890	ABBVIE INC SHS	03/28/13	27,975.08	36,438.90	8,463.82	1,104.00
155	ABBVIE INC SHS	04/10/13	6,747.46	8,185.55	1,438.09	248.00
683	AT&T INC	04/03/12	21,532.46	24,014.28	2,481.82	1,257.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
110	AT&T INC	04/03/12	3,462.26	3,867.60	405.34	203.00
44	AMER EXPRESS COMPANY	08/19/11	1,960.20	3,992.12	2,031.92	41.00
66	AMER EXPRESS COMPANY	09/19/11	3,219.48	5,988.18	2,768.70	61.00
80	AMER EXPRESS COMPANY	10/19/11	3,740.00	7,258.40	3,518.40	74.00
41	AMER EXPRESS COMPANY	11/02/11	2,084.85	3,719.93	1,635.08	38.00
52	AMER EXPRESS COMPANY	11/16/11	2,559.44	4,717.96	2,158.52	48.00
137	AMGEN INC COM PV \$0.0001	07/17/13	14,294.85	15,628.96	1,334.11	335.00
137	AMGEN INC COM PV \$0.0001	08/16/13	14,563.10	15,628.96	1,065.86	335.00
122	AMGEN INC COM PV \$0.0001	12/05/13	13,790.88	13,917.76	126.88	298.00
74	APPLE INC	07/17/13	31,902.14	41,515.48	9,613.34	903.00
88	APPLE INC	08/16/13	34,129.88	38,149.36	4,019.48	830.00
75	APPLE INC	09/16/13	34,080.00	42,076.50	7,996.50	915.00
511	APPLIED MATERIAL INC	07/17/13	8,543.10	9,034.48	491.38	205.00
481	APPLIED MATERIAL INC	08/16/13	7,614.23	8,504.08	889.85	193.00
525	APPLIED MATERIAL INC	09/16/13	8,392.91	9,282.00	889.09	210.00
466	APPLIED MATERIAL INC	12/05/13	7,672.74	8,238.88	566.14	187.00
146	BORG WARNER INC COM	08/09/13	7,055.43	8,162.86	1,107.43	73.00

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Current Principal Portfolio Summary

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Equities						
150	BORG WARNER INC COM	08/16/13	7,293.75	8,386.50	1,092.75	75.00
140	BORG WARNER INC COM	09/16/13	7,027.30	7,827.40	800.10	70.00
130	BORG WARNER INC COM	12/05/13	6,852.95	7,268.30	415.35	65.00
32	BIOMEN IDEC INC	07/17/13	7,205.76	8,946.30	1,740.54	
31	BIOMEN IDEC INC	08/16/13	6,470.32	8,666.73	2,196.41	
31	BIOMEN IDEC INC	09/16/13	7,352.89	8,666.73	1,313.84	
28	BIOMEN IDEC INC	12/05/13	8,227.59	8,107.59	(120.00)	
482	BNP PARIBAS SPONSORD ADR	12/05/13	16,415.29	18,110.40	1,695.11	314.00
123	BOEING COMPANY	07/17/13	12,924.24	16,788.27	3,864.03	360.00
123	BOEING COMPANY	08/16/13	12,767.65	16,788.27	4,020.62	360.00
113	BOEING COMPANY	09/16/13	12,979.12	15,423.37	2,444.25	330.00
181	BRISTOL-MYERS SQUIBB CO	08/19/11	5,072.60	9,620.15	4,547.55	261.00
216	BRISTOL-MYERS SQUIBB CO	09/19/11	8,636.60	11,480.40	4,843.80	312.00
339	BRISTOL-MYERS SQUIBB CO	10/19/11	11,066.68	18,017.85	6,951.19	488.00
217	BRISTOL-MYERS SQUIBB CO	11/02/11	6,788.21	11,533.55	4,765.34	313.00
136	BRISTOL-MYERS SQUIBB CO	11/16/11	4,219.48	7,228.40	3,008.92	196.00
280	COMCAST CORP NEW CL A	06/24/13	11,173.71	14,550.20	3,376.49	219.00

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Equities						
480	COMCAST CORP NEW CL A	06/24/13	18,950.45	24,943.20	5,992.75	375.00
225	COMCAST CORP NEW CL A	08/16/13	9,820.98	11,692.13	2,071.15	176.00
449	COMCAST CORP NEW CL A	09/16/13	20,045.85	23,332.29	3,286.64	351.00
441	COMCAST CORP NEW CL A	12/05/13	21,502.06	22,916.57	1,414.51	344.00
130	COMCAST CRP NEW CL A SPL	08/19/11	2,605.20	6,484.40	3,879.20	102.00
126	COMCAST CRP NEW CL A SPL	09/19/11	2,826.41	6,284.88	3,458.47	99.00
179	COMCAST CRP NEW CL A SPL	10/19/11	4,181.76	8,928.52	4,746.76	140.00
89	COMCAST CRP NEW CL A SPL	11/02/11	2,053.23	4,439.32	2,386.09	70.00
104	COMCAST CRP NEW CL A SPL	11/18/11	2,259.66	5,187.52	2,927.86	82.00
384	COMCAST CRP NEW CL A SPL	02/21/13	14,556.67	19,153.92	4,597.25	300.00
267	COGNIZANT TECH SOLUTNS A	12/19/13	25,837.54	26,961.66	1,124.12	129.00
1,214	CREDIT SUISSE GP SP ADR	12/05/13	35,261.24	37,682.56	2,421.32	547.00
547	CARNIVAL CORP PAIRED SHS	12/05/13	19,134.01	21,972.99	2,838.98	280.00
70	CHEVRON CORP	10/19/11	7,265.30	8,743.70	1,478.40	296.00
74	CHEVRON CORP	11/02/11	7,744.84	9,243.34	1,498.50	312.00
78	CHEVRON CORP	11/16/11	7,973.94	9,742.98	1,769.04	1,036.00
259	CHEVRON CORP	04/03/12	27,939.63	32,351.69	4,412.06	

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Equities						
51	CONOCOPHILLIPS	08/19/11	2,516.61	3,803.15	1,086.54	141.00
74	CONOCOPHILLIPS	09/19/11	3,778.19	5,228.10	1,449.91	205.00
89	CONOCOPHILLIPS	10/19/11	4,817.11	6,287.85	1,470.74	246.00
54	CONOCOPHILLIPS	11/02/11	2,899.84	3,815.10	915.26	150.00
54	CONOCOPHILLIPS	11/16/11	2,960.20	3,815.10	854.90	150.00
60	CELGENE CORP COM	07/17/13	8,146.80	10,138.08	1,991.28	
60	CELGENE CORP COM	08/16/13	8,050.80	10,138.08	2,087.28	
60	CELGENE CORP COM	09/16/13	8,892.00	10,138.08	1,246.08	
44	CELGENE CORP COM	12/05/13	7,282.84	7,434.59	171.95	
140	CITIGROUP INC COM NEW	05/08/13	6,895.70	7,285.40	399.70	8.00
175	CITIGROUP INC COM NEW	05/09/13	8,530.45	9,119.25	588.80	7.00
150	CITIGROUP INC COM NEW	06/05/13	7,534.50	7,816.50	282.00	6.00
90	CHUBB CORP	08/19/11	5,346.41	8,696.70	3,350.29	159.00
79	CHUBB CORP	09/19/11	4,716.30	7,633.77	2,917.47	140.00
98	CHUBB CORP	10/19/11	6,411.16	9,469.74	3,058.58	173.00
74	CHUBB CORP	11/02/11	4,926.18	7,150.62	2,224.44	131.00
62	CHUBB CORP	11/16/11	4,094.48	5,991.06	1,896.58	110.00

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Equities						
124	CHUBB CORP	10/23/13	11,538.87	11,982.12	443.25	219.00
137	CHUBB CORP	10/24/13	12,788.58	13,238.31	449.73	242.00
32	COCA COLA COM	11/02/11	1,087.93	1,321.92	233.99	36.00
282	COCA COLA COM	11/16/11	9,511.16	11,649.42	2,138.26	316.00
830	COCA COLA COM	04/03/12	30,707.93	34,287.30	3,579.37	930.00
87	COCA COLA COM	09/16/13	3,388.04	3,593.97	207.93	98.00
26	DIAGEO PLC SPSP ADR NEW	11/02/11	2,140.58	3,442.92	1,302.34	78.00
58	DIAGEO PLC SPSP ADR NEW	11/16/11	4,809.36	7,680.36	2,871.00	174.00
283	DIAGEO PLC SPSP ADR NEW	04/03/12	27,956.35	37,474.86	9,518.51	849.00
43	DOMINION RES INC NEW VA	10/19/11	2,202.88	2,781.87	578.79	97.00
117	DOMINION RES INC NEW VA	11/02/11	8,007.21	7,568.73	1,561.52	264.00
101	DOMINION RES INC NEW VA	11/16/11	5,152.57	6,533.69	1,381.12	228.00
371	DOMINION RES INC NEW VA	04/03/12	19,089.99	23,999.99	4,910.00	835.00
325	DISCOVER FINL SVCS	08/03/13	15,568.70	18,183.75	2,615.05	260.00
80	DISCOVER FINL SVCS	06/04/13	3,859.67	4,476.00	618.33	64.00
70	DISCOVER FINL SVCS	06/07/13	3,430.35	3,916.50	486.15	56.00
125	DISCOVER FINL SVCS	08/16/13	6,203.74	6,983.75	790.01	100.00

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Equities						
280	DISCOVER FINL SVCS	09/18/13	14,460.71	15,666.00	1,205.29	224.00
275	DISCOVER FINL SVCS	12/05/13	14,288.31	15,388.25	1,097.94	220.00
97	DONGFENG MOTOR GRP H UNS ADR	12/05/13	7,602.86	7,663.97	61.11	102.00
75	DEERE CO	08/19/11	5,268.88	6,849.75	1,581.07	153.00
98	DEERE CO	09/19/11	7,503.86	8,950.34	1,446.48	200.00
118	DEERE CO	10/19/11	8,311.33	10,776.94	2,465.61	241.00
73	DEERE CO	11/02/11	5,448.72	6,667.09	1,218.37	149.00
61	DEERE CO	11/16/11	4,666.50	5,571.13	904.63	125.00
93	DOW CHEMICAL CO	08/19/11	2,474.22	4,129.20	1,654.98	120.00
85	DOW CHEMICAL CO	09/19/11	2,329.85	3,774.00	1,444.15	109.00
111	DOW CHEMICAL CO	10/19/11	3,024.86	4,928.40	1,903.54	143.00
45	DOW CHEMICAL CO	11/02/11	1,278.00	1,998.00	720.00	58.00
66	DOW CHEMICAL CO	11/16/11	1,799.82	2,930.40	1,130.58	85.00
460	DOW CHEMICAL CO	10/28/13	18,170.00	20,424.00	2,254.00	589.00
115	DOW CHEMICAL CO	12/05/13	4,443.15	5,106.00	662.85	148.00
120	DU PONT E I DE NEMOURS	08/19/11	5,295.18	7,796.40	2,501.22	216.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
180	DU PONT E I DE NEMOURS	09/19/11	8,289.00	11,694.60	3,405.60	324.00
241	DU PONT E I DE NEMOURS	10/19/11	10,685.46	15,657.77	4,992.31	434.00
111	DU PONT E I DE NEMOURS	11/02/11	5,346.32	7,211.67	1,865.35	200.00
136	DU PONT E I DE NEMOURS	11/16/11	6,480.90	8,835.92	2,355.02	245.00
117	ENBRIDGE INC COM	08/19/11	3,649.16	5,110.58	1,461.40	154.00
144	ENBRIDGE INC COM	09/19/11	4,556.84	6,289.92	1,733.08	189.00
197	ENBRIDGE INC COM	10/19/11	6,772.74	8,604.96	1,832.22	259.00
120	ENBRIDGE INC COM	11/02/11	4,069.76	5,241.80	1,171.84	158.00
91	ENBRIDGE INC COM	11/16/11	3,120.39	3,974.88	854.49	120.00
29	EXXON MOBIL CORP COM	11/02/11	2,246.92	2,934.80	687.88	74.00
159	EXXON MOBIL CORP COM	11/16/11	12,470.96	16,080.80	3,619.84	401.00
26	EXXON MOBIL CORP COM	08/16/13	2,295.02	2,631.20	336.18	66.00
163	EXXON MOBIL CORP COM	09/16/13	14,507.98	16,495.60	1,987.62	411.00
267	EXXON MOBIL CORP COM	12/05/13	25,137.22	27,020.40	1,883.18	673.00
294	FIFTH THIRD BANCORP	12/20/12	4,448.81	6,182.82	1,734.01	142.00
776	FIFTH THIRD BANCORP	12/21/12	11,714.42	16,319.28	4,604.86	373.00
210	FIFTH THIRD BANCORP	05/09/13	3,719.18	4,416.30	697.12	101.00

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Equities						
626	GRUPO TELEVISIA SA ADR	12/05/13	17,938.09	18,842.78	1,004.67	157.00
307	GENERAL ELECTRIC	08/19/11	4,888.21	8,805.21	3,919.00	271.00
375	GENERAL ELECTRIC	09/19/11	5,994.53	10,511.25	4,518.72	330.00
470	GENERAL ELECTRIC	10/19/11	7,893.65	13,174.10	5,280.45	414.00
279	GENERAL ELECTRIC	11/02/11	4,599.32	7,820.37	3,221.05	246.00
262	GENERAL ELECTRIC	11/16/11	4,211.78	7,343.86	3,132.08	231.00
585	GENERAL ELECTRIC	02/05/13	13,213.75	16,397.55	3,183.80	515.00
405	GENERAL ELECTRIC	12/05/13	10,710.51	11,352.15	641.64	357.00
60	GENERAL MILLS	08/19/11	2,162.12	2,994.60	832.48	92.00
78	GENERAL MILLS	09/19/11	2,836.32	3,793.18	956.84	116.00
107	GENERAL MILLS	10/19/11	4,269.89	5,340.37	1,070.48	163.00
67	GENERAL MILLS	11/02/11	2,582.18	3,343.97	761.79	102.00
53	GENERAL MILLS	11/16/11	2,072.30	2,645.23	572.93	81.00
24	GOOGLE INC CL A	02/29/12	14,802.86	26,897.04	12,094.18	
30	GOOGLE INC CL A	08/14/12	20,076.38	33,621.30	13,544.92	
15	GOOGLE INC CL A	10/26/12	10,096.13	16,810.65	6,714.52	
15	GOOGLE INC CL A	01/04/13	10,989.33	16,810.65	5,821.32	

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Equities						
10	GOOGLE INC CL A	01/24/13	7,457.53	11,207.10	3,749.57	
10	GOOGLE INC CL A	04/10/13	7,908.50	11,207.10	3,298.60	
5	GOOGLE INC CL A	09/16/13	4,445.00	5,803.55	1,158.55	
32	GOOGLE INC CL A	12/05/13	33,784.00	35,882.72	2,078.72	
184	HALLIBURTON COMPANY	08/09/13	7,548.48	8,323.00	774.52	99.00
169	HALLIBURTON COMPANY	08/16/13	7,919.32	8,576.75	657.43	102.00
38	HONEYWELL INTL INC DEL	08/19/11	1,633.24	3,472.06	1,838.82	69.00
53	HONEYWELL INTL INC DEL	09/19/11	2,488.88	4,842.61	2,353.73	96.00
74	HONEYWELL INTL INC DEL	10/19/11	3,668.18	6,761.38	3,093.20	134.00
36	HONEYWELL INTL INC DEL	11/02/11	1,903.32	3,289.32	1,386.00	65.00
48	HONEYWELL INTL INC DEL	11/16/11	2,481.92	4,203.02	1,741.10	83.00
55	HONEYWELL INTL INC DEL	02/05/13	3,825.91	5,025.35	1,199.44	99.00
139	HSBC HLDG PLC SP ADR	11/16/11	5,425.35	7,663.07	2,237.72	334.00
86	HSBC HLDG PLC SP ADR	01/09/12	3,281.29	4,741.18	1,459.89	207.00
64	HSBC HLDG PLC SP ADR	01/31/12	2,678.04	3,528.32	850.28	154.00
91	HSBC HLDG PLC SP ADR	12/11/13	4,870.32	5,016.83	146.51	219.00
13	HOME DEPOT INC	10/19/11	463.71	1,070.42	606.71	21.00

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Equities						
203	HOME DEPOT INC	11/02/11	7,346.57	16,715.02	9,368.45	317.00
174	HOME DEPOT INC	11/18/11	6,628.53	14,327.16	7,698.63	272.00
110	HOME DEPOT INC	02/14/13	7,407.75	9,057.40	1,649.65	172.00
43	IMPERIAL TOB GRP SPS ADR	11/02/11	3,072.35	3,344.54	272.19	159.00
20	IMPERIAL TOB GRP SPS ADR	02/01/12	1,460.83	1,555.80	94.77	74.00
11	IMPERIAL TOB GRP SPS ADR	07/24/12	836.80	855.58	18.98	41.00
7	IMPERIAL TOB GRP SPS ADR	10/16/12	517.79	544.46	26.67	26.00
28	IMPERIAL TOB GRP SPS ADR	10/17/12	2,090.68	2,177.84	87.16	104.00
45	IMPERIAL TOB GRP SPS ADR	04/24/13	3,167.45	3,500.10	332.65	166.00
149	INTEL CORP	08/19/11	2,894.55	3,867.30	972.75	135.00
158	INTEL CORP	09/19/11	3,451.73	4,100.89	649.16	143.00
195	INTEL CORP	10/19/11	4,751.45	5,061.23	309.78	176.00
179	INTEL CORP	11/02/11	4,290.81	4,645.95	355.34	162.00
300	INTL PAPER CO	12/05/13	13,768.68	14,709.00	940.32	420.00
137	ITV PLC SHS	12/11/13	4,104.52	4,388.59	284.07	137.00
126	INGERSOLL-RAND PLC	07/17/13	5,903.22	7,761.60	1,858.38	106.00
124	INGERSOLL-RAND PLC	08/18/13	6,030.47	7,638.40	1,607.93	105.00

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Equities						
123	INGERSOLL-RAND PLC	09/16/13	6,282.47	7,576.80	1,294.33	104.00
160	JPMORGAN CHASE & CO	10/19/11	5,370.40	9,356.80	3,986.40	244.00
244	JPMORGAN CHASE & CO	11/02/11	8,215.48	14,269.12	6,053.64	371.00
242	JPMORGAN CHASE & CO	11/16/11	7,793.76	14,152.16	6,358.40	368.00
735	JPMORGAN CHASE & CO	01/08/13	33,252.65	42,982.80	9,730.15	1,118.00
47	JOHNSON AND JOHNSON COM	12/07/11	3,038.91	4,304.73	1,265.82	125.00
30	JOHNSON AND JOHNSON COM	04/03/12	1,974.20	2,747.70	773.50	80.00
455	JOHNSON AND JOHNSON COM	04/03/12	30,027.91	41,673.45	11,645.54	1,202.00
105	JOHNSON AND JOHNSON COM	08/29/12	7,105.06	9,616.95	2,511.89	278.00
33	JOHNSON AND JOHNSON COM	10/16/12	2,286.57	3,022.47	735.90	88.00
21	JOHNSON AND JOHNSON COM	09/16/13	1,876.98	1,923.39	46.41	56.00
17	JOHNSON CONTROLS INC	09/19/11	509.83	872.10	362.27	15.00
80	JOHNSON CONTROLS INC	10/19/11	2,569.60	4,104.00	1,534.40	71.00
142	JOHNSON CONTROLS INC	11/02/11	4,482.32	7,284.60	2,802.28	125.00
115	JOHNSON CONTROLS INC	11/16/11	3,588.00	5,899.50	2,311.50	102.00
46	KIMBERLY CLARK	09/19/11	3,199.29	4,805.16	1,605.87	150.00
90	KIMBERLY CLARK	10/19/11	6,445.80	9,401.40	2,955.60	292.00

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Equities						
55	KIMBERLY CLARK	11/02/11	3,802.15	5,745.30	1,943.15	179.00
44	KIMBERLY CLARK	11/18/11	3,115.20	4,598.24	1,481.04	143.00
363	LUKOIL SPONSORED ADR	12/05/13	21,813.02	22,912.56	1,299.54	1,327.00
70	LUKOIL SPONSORED ADR	12/11/13	4,270.00	4,418.40	148.40	256.00
329	LORILLARD INC	04/03/12	14,494.64	16,673.72	2,179.08	724.00
135	LORILLARD INC	05/23/12	5,887.39	6,841.80	1,154.41	297.00
90	LORILLARD INC	10/16/12	3,511.28	4,561.20	1,049.92	198.00
30	LORILLARD INC	04/24/13	1,289.19	1,520.40	231.21	86.00
345	LIBERTY GLOBAL PLC CL A	12/05/13	28,918.87	30,705.00	1,786.13	
371	LOWE'S COMPANIES INC	07/17/13	16,407.85	18,383.05	1,975.20	268.00
363	LOWE'S COMPANIES INC	08/16/13	16,149.87	17,986.65	1,836.78	262.00
373	LOWE'S COMPANIES INC	09/16/13	17,525.78	18,482.15	956.37	269.00
328	LOWE'S COMPANIES INC	12/05/13	15,255.24	16,153.30	898.06	235.00
58	METLIFE INC COM	07/17/13	2,777.62	3,127.36	349.74	64.00
58	METLIFE INC COM	08/16/13	2,826.78	3,127.36	300.58	64.00
58	METLIFE INC COM	09/16/13	2,868.54	3,127.36	258.82	64.00
56	METLIFE INC COM	12/05/13	2,866.07	3,019.52	153.45	62.00

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Equities						
190	MCKESSON CORPORATION COM	12/19/13	30,315.93	30,666.00	350.07	183.00
125	MARATHON OIL CORP	08/19/11	3,189.31	4,412.50	1,223.19	95.00
113	MARATHON OIL CORP	09/19/11	2,828.96	3,988.90	1,159.94	86.00
147	MARATHON OIL CORP	10/19/11	3,660.30	5,189.10	1,528.80	112.00
72	MARATHON OIL CORP	11/02/11	1,878.20	2,541.60	662.40	55.00
88	MARATHON OIL CORP	11/16/11	2,427.04	3,106.40	679.36	67.00
116	MARATHON OIL CORP	08/16/13	4,008.21	4,094.80	86.59	89.00
312	MARATHON OIL CORP	09/16/13	11,109.10	11,013.60	(95.50)	238.00
320	MARATHON OIL CORP	12/05/13	11,551.20	11,296.00	(255.20)	244.00
100	MEADWESTVACO CORP	08/19/11	2,281.46	3,693.00	1,431.54	100.00
131	MEADWESTVACO CORP	09/19/11	3,180.52	4,837.83	1,657.31	131.00
171	MEADWESTVACO CORP	10/19/11	4,150.15	6,315.03	2,164.88	171.00
90	MEADWESTVACO CORP	11/02/11	2,228.55	3,323.70	1,094.15	90.00
96	MEADWESTVACO CORP	11/16/11	2,391.01	3,545.28	1,154.27	96.00
40	MASTERCARD INC	01/04/13	20,399.36	33,418.40	13,019.04	177.00
20	MASTERCARD INC	08/16/13	12,453.40	16,709.20	4,255.80	89.00
28	MASTERCARD INC	09/16/13	18,821.32	23,392.88	4,571.56	124.00

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Equities						
26	MASTERCARD INC	12/05/13	19,808.94	21,721.96	2,113.02	115.00
576	MITSUBISHI UFJ FINL GRP INC	12/11/13	3,804.72	3,847.68	242.96	74.00
119	MERCADOLIBRE INC	12/05/13	12,549.73	12,827.01	277.28	69.00
492	MERCK AND CO INC SHS	07/26/12	21,383.15	24,824.60	3,241.45	866.00
520	MERCK AND CO INC SHS	03/19/13	22,729.72	26,026.00	3,296.28	916.00
140	MERCK AND CO INC SHS	04/16/13	8,576.86	7,007.00	430.14	247.00
190	MERCK AND CO INC SHS	04/19/13	8,987.42	9,509.50	522.08	335.00
45	MERCK AND CO INC SHS	04/24/13	2,183.20	2,252.25	69.05	80.00
189	MERCK AND CO INC SHS	08/16/13	9,014.83	9,459.45	444.62	333.00
765	MERCK AND CO INC SHS	09/16/13	36,962.12	38,288.25	1,326.13	1,347.00
215	MOTOROLA SOLUTIONS INC	10/04/13	13,097.80	14,512.50	1,414.70	287.00
61	MOTOROLA SOLUTIONS INC	12/05/13	3,982.08	4,117.50	135.42	76.00
32	MARATHON PETROLEUM CORP	08/19/11	1,127.04	2,935.36	1,808.32	54.00
56	MARATHON PETROLEUM CORP	09/19/11	1,905.68	5,136.88	3,231.20	95.00
68	MARATHON PETROLEUM CORP	10/19/11	2,439.36	6,054.18	3,614.82	111.00
38	MARATHON PETROLEUM CORP	11/02/11	1,414.36	3,485.74	2,071.38	64.00

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Equities						
79	MARATHON PETROLEUM CORP	11/18/11	2,726.29	7,246.67	4,520.38	133.00
18	MARATHON PETROLEUM CORP	08/16/13	1,244.34	1,651.14	406.80	31.00
160	MARATHON PETROLEUM CORP	09/16/13	10,838.80	14,676.80	3,838.00	269.00
123	MARATHON PETROLEUM CORP	12/05/13	10,368.31	11,282.79	914.48	207.00
424	MONDELEZ INTERNATIONAL INC	04/26/13	13,407.89	14,967.20	1,559.31	238.00
260	MONDELEZ INTERNATIONAL INC	06/21/13	7,497.70	9,178.00	1,680.30	146.00
440	MAKITA CORP SPOND ADR	12/05/13	21,797.60	23,320.00	1,522.40	295.00
2	MCDONALDS CORP COM	05/18/12	181.04	194.06	13.02	7.00
415	MCDONALDS CORP COM	08/15/12	37,844.94	40,287.45	2,822.51	1,345.00
30	MCDONALDS CORP COM	08/13/12	2,634.68	2,910.90	276.22	98.00
151	MEDTRONIC INC COM	08/09/13	8,366.52	8,665.89	299.37	170.00
155	MEDTRONIC INC COM	08/16/13	8,367.69	8,895.45	527.76	174.00
144	MEDTRONIC INC COM	09/16/13	7,785.52	8,284.16	478.64	162.00
4	MICROSOFT CORP	05/18/12	117.72	149.64	31.92	5.00
95	MICROSOFT CORP	05/23/12	2,736.13	3,553.95	817.82	107.00
555	MICROSOFT CORP	08/15/12	18,662.49	20,762.55	4,100.06	622.00

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Equities						
245	MICROSOFT CORP	07/12/12	7,075.18	9,165.45	2,090.29	275.00
131	MICROSOFT CORP	12/11/12	3,571.78	4,900.71	1,328.93	147.00
135	MICROSOFT CORP	04/16/13	3,911.87	5,050.35	1,138.48	152.00
685	MICROSOFT CORP	05/28/13	23,852.86	25,625.85	1,772.99	768.00
345	MICROSOFT CORP	08/24/13	11,805.49	12,906.45	1,300.96	387.00
515	MICROSOFT CORP	09/16/13	17,127.10	19,286.15	2,139.05	577.00
1,123	1,123 MITSUBISHI ELEC ADR	12/05/13	25,087.82	28,322.06	3,234.24	198.00
129	129 MITSUBISHI ELEC ADR	12/11/13	3,063.75	3,253.38	189.63	23.00
75	75 NEXTERA ENERGY INC SHS	08/19/11	4,077.34	6,421.50	2,344.16	198.00
80	80 NEXTERA ENERGY INC SHS	09/19/11	4,926.60	7,705.80	2,779.20	238.00
127	127 NEXTERA ENERGY INC SHS	10/19/11	7,014.48	10,873.74	3,859.26	336.00
74	74 NEXTERA ENERGY INC SHS	11/02/11	4,195.80	6,335.88	2,140.08	196.00
74	74 NEXTERA ENERGY INC SHS	11/16/11	4,093.68	6,335.88	2,242.20	196.00
537	537 TWENTY-FIRST CENTURY FOX INC CLASS A	07/17/13	18,142.08	18,886.29	2,744.23	135.00
527	527 TWENTY-FIRST CENTURY FOX INC CLASS A	08/16/13	18,864.00	18,534.59	1,670.59	132.00
71	71 NORTHEAST UTILITIES COM	08/19/11	2,304.34	3,009.69	705.35	105.00

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Equities						
86	NORTHEAST UTILITIES COM	09/19/11	2,964.42	3,645.54	681.12	127.00
127	NORTHEAST UTILITIES COM	10/19/11	4,269.17	5,383.53	1,114.36	187.00
72	NORTHEAST UTILITIES COM	11/02/11	2,477.52	3,052.08	574.56	108.00
71	NORTHEAST UTILITIES COM	11/16/11	2,457.31	3,009.89	552.38	105.00
58	NORTHROP GRUMMAN CORP	10/19/11	3,166.22	6,847.38	3,481.16	142.00
46	NORTHROP GRUMMAN CORP	11/02/11	2,578.78	5,272.06	2,693.30	113.00
41	NORTHROP GRUMMAN CORP	11/16/11	2,415.72	4,699.01	2,283.29	101.00
115	NORTHROP GRUMMAN CORP	04/05/13	8,205.84	13,180.15	4,974.31	281.00
311	ORANGE ADR	12/11/13	3,751.90	3,840.85	88.95	184.00
87	OCCIDENTAL PETE CORP CAL	08/19/11	5,485.29	8,371.70	886.41	172.00
77	OCCIDENTAL PETE CORP CAL	09/19/11	6,315.54	7,322.70	1,007.16	198.00
97	OCCIDENTAL PETE CORP CAL	10/19/11	8,349.76	9,224.70	874.94	249.00
650	ORACLE CORP \$0.01 DEL	07/17/13	20,986.03	24,889.00	3,882.97	313.00
558	ORACLE CORP \$0.01 DEL	08/18/13	18,263.34	21,349.08	3,085.74	268.00
557	ORACLE CORP \$0.01 DEL	09/16/13	18,434.75	21,310.82	2,876.07	268.00
92	PPG INDUSTRIES INC SHS	07/17/13	14,421.92	17,448.72	3,026.80	225.00
94	PPG INDUSTRIES INC SHS	08/16/13	14,917.80	17,828.04	2,910.24	230.00

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Equities						
84	PPG INDUSTRIES INC SHS	09/16/13	13,897.80	15,931.44	2,033.64	205.00
88	PPG INDUSTRIES INC SHS	12/05/13	15,984.32	16,690.08	705.76	215.00
22	PRUDENTIAL FINANCIAL INC	07/19/11	1,321.30	2,028.84	707.54	47.00
58	PRUDENTIAL FINANCIAL INC	08/19/11	2,632.56	5,164.32	2,531.76	119.00
52	PRUDENTIAL FINANCIAL INC	09/19/11	2,553.72	4,795.44	2,241.72	111.00
55	PRUDENTIAL FINANCIAL INC	10/19/11	2,850.10	5,072.10	2,222.00	117.00
30	PRUDENTIAL FINANCIAL INC	11/02/11	1,608.00	2,766.60	1,158.60	84.00
38	PRUDENTIAL FINANCIAL INC	11/16/11	2,006.02	3,504.36	1,498.34	81.00
153	PRUDENTIAL FINANCIAL INC	08/29/12	8,344.28	14,109.66	5,765.38	325.00
95	PRUDENTIAL FINANCIAL INC	12/05/13	8,353.28	8,760.90	407.62	202.00
237	PARKER HANNIFIN CORP	12/19/13	29,190.63	30,487.68	1,297.05	427.00
28	PHILIP MORRIS INTL INC	08/19/11	1,943.20	2,439.64	496.44	106.00
125	PHILIP MORRIS INTL INC	09/19/11	8,473.03	10,891.25	2,418.22	470.00
153	PHILIP MORRIS INTL INC	10/19/11	10,227.36	13,330.89	3,103.53	576.00
98	PHILIP MORRIS INTL INC	11/02/11	6,819.82	8,538.74	1,718.92	369.00
81	PHILIP MORRIS INTL INC	11/16/11	5,774.49	7,057.53	1,283.04	305.00
38	PHILLIPS 66 SHS	08/19/11	1,114.52	2,930.94	1,816.42	60.00

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MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
37	PHILLIPS 66 SHS	09/19/11	1,122.82	2,853.81	1,730.99	58.00
45	PHILLIPS 66 SHS	10/19/11	1,445.71	3,470.85	2,025.14	71.00
27	PHILLIPS 66 SHS	11/02/11	881.79	2,082.51	1,220.72	43.00
27	PHILLIPS 66 SHS	11/16/11	879.73	2,082.51	1,202.78	43.00
158	PBF ENERGY INC CL A	07/17/13	3,581.00	4,907.76	1,326.76	188.00
163	PBF ENERGY INC CL A	08/16/13	3,606.26	5,127.98	1,521.72	198.00
150	PBF ENERGY INC CL A	09/16/13	3,323.04	4,719.00	1,395.96	180.00
130	PBF ENERGY INC CL A	12/05/13	3,625.08	4,089.80	484.72	158.00
368	PFIZER INC	12/16/11	7,772.38	11,271.84	3,499.46	383.00
1,595	PFIZER INC	04/03/12	38,010.00	48,854.85	12,844.85	1,659.00
145	PFIZER INC	04/18/13	4,446.56	4,441.35	(5.21)	151.00
125	PFIZER INC	08/16/13	3,578.25	3,828.75	250.50	130.00
1,206	PFIZER INC	09/16/13	34,632.10	36,939.78	2,307.68	1,255.00
56	PRAXAIR INC	09/19/11	5,546.80	7,281.88	1,734.88	135.00
82	PRAXAIR INC	10/19/11	8,391.06	10,662.46	2,271.40	197.00
44	PRAXAIR INC	11/02/11	4,428.60	5,721.32	1,292.72	106.00
48	PRAXAIR INC	11/16/11	4,595.86	5,981.38	1,385.52	111.00

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MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
38	PROCTER & GAMBLE CO	09/23/11	2,310.02	3,093.58	783.56	92.00
81	PROCTER & GAMBLE CO	10/19/11	5,243.13	6,594.21	1,351.08	195.00
238	PROCTER & GAMBLE CO	11/02/11	14,819.62	19,212.76	4,393.14	568.00
154	PROCTER & GAMBLE CO	11/16/11	9,747.52	12,537.14	2,789.62	371.00
61	PROCTER & GAMBLE CO	09/16/13	4,890.34	4,966.01	75.67	147.00
188	PROCTER & GAMBLE CO	12/05/13	15,521.26	15,305.08	(216.18)	453.00
104	PUB SVC ENTERPRISE GRP	08/19/11	3,309.72	3,332.18	22.44	150.00
90	RAYTHEON CO DELAWARE NEW	08/19/11	3,621.08	8,163.00	4,541.92	198.00
121	RAYTHEON CO DELAWARE NEW	09/19/11	5,025.13	10,974.70	5,949.57	267.00
165	RAYTHEON CO DELAWARE NEW	10/19/11	7,123.88	14,965.50	7,841.62	363.00
102	RAYTHEON CO DELAWARE NEW	11/02/11	4,416.11	9,251.40	4,835.29	225.00
89	RAYTHEON CO DELAWARE NEW	11/16/11	4,000.11	8,072.30	4,072.19	196.00
89	ROCHE HLDG LTD SPN ADR	07/17/12	3,835.01	6,247.80	2,412.79	145.00
130	ROCHE HLDG LTD SPN ADR	08/13/12	5,855.81	9,129.00	3,270.19	212.00
293	ROCHE HLDG LTD SPN ADR	10/16/12	14,649.27	20,568.60	5,919.33	476.00
89	ROCHE HLDG LTD SPN ADR	12/11/13	5,993.26	6,247.80	254.54	145.00
113	ROGERS COMMUNICATIONS B	08/19/11	4,215.18	5,113.25	898.07	190.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
101	ROGERS COMMUNICATIONS B	09/19/11	3,792.55	4,570.25	777.70	170.00
24	ROGERS COMMUNICATIONS B	10/19/11	873.12	1,086.00	212.88	41.00
97	ROGERS COMMUNICATIONS B	11/02/11	3,586.09	4,389.25	803.16	163.00
131	ROGERS COMMUNICATIONS B	11/16/11	4,722.47	5,927.75	1,205.28	220.00
125	ROGERS COMMUNICATIONS B	12/05/13	5,518.73	5,656.25	137.52	210.00
80	ROGERS COMMUNICATIONS B	12/11/13	3,595.18	3,620.00	24.82	134.00
177	ROSS STORES INC COM	07/17/13	11,796.41	13,262.61	1,466.20	121.00
177	ROSS STORES INC COM	08/16/13	11,529.78	13,262.61	1,732.83	121.00
171	ROSS STORES INC COM	09/16/13	12,118.68	12,813.03	694.35	117.00
190	SHIRE PLC-ADR	12/05/13	25,193.98	26,845.10	1,651.12	101.00
31	SHIRE PLC-ADR	12/11/13	4,135.40	4,379.99	244.59	17.00
38	SEMPRA ENERGY	08/19/11	1,856.68	3,410.88	1,554.20	96.00
46	SEMPRA ENERGY	08/19/11	2,416.38	4,128.96	1,712.58	116.00
62	SEMPRA ENERGY	10/19/11	3,305.84	5,565.12	2,259.28	157.00
37	SEMPRA ENERGY	11/02/11	1,970.62	3,321.12	1,350.50	94.00
38	SEMPRA ENERGY	11/16/11	2,009.82	3,410.88	1,401.06	96.00
50	SCHLUMBERGER LTD	11/16/11	3,784.59	4,505.50	720.91	63.00

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Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
205	SCHLUMBERGER LTD	01/30/13	16,194.84	18,472.55	2,277.71	257.00
141	SANOFI ADR	09/19/11	4,575.59	7,561.83	2,986.24	177.00
79	SANOFI ADR	10/19/11	2,737.35	4,236.77	1,499.42	100.00
42	SANOFI ADR	11/02/11	1,453.40	2,252.46	799.06	53.00
232	SANOFI ADR	11/16/11	7,792.00	12,442.16	4,650.16	291.00
45	SANOFI ADR	02/25/13	2,153.18	2,413.35	260.17	57.00
177	SANOFI ADR	12/05/13	8,982.96	9,492.51	509.55	222.00
67	SANOFI ADR	12/11/13	3,373.65	3,593.21	219.56	85.00
331	SUNCOR ENERGY INC NEW	07/17/13	10,328.89	11,601.55	1,272.66	250.00
366	SANDS CHINA LTD UNSP ADR	12/05/13	28,994.52	30,085.20	1,090.68	591.00
2,045	SBERBANK SPONSORED ADR	12/05/13	24,192.35	25,705.85	1,513.30	497.00
329	SBERBANK SPONSORED ADR	12/11/13	3,990.77	4,135.53	144.76	80.00
600	SUNTRUST BKS INC COM	02/20/13	16,659.84	22,086.00	5,426.16	241.00
275	SUNTRUST BKS INC COM	05/09/13	8,462.66	10,122.75	1,660.09	110.00
215	TJX COS INC NEW	07/17/13	11,306.31	13,701.95	2,395.64	125.00
213	TJX COS INC NEW	08/16/13	10,894.42	13,574.49	2,680.07	124.00
205	TJX COS INC NEW	09/16/13	11,297.04	13,064.65	1,767.61	119.00

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Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
56	TOTAL S.A. SP ADR	11/16/11	2,831.92	3,431.12	599.20	148.00
474	TOTAL S.A. SP ADR	04/03/12	24,479.97	29,041.98	4,562.01	1,245.00
107	TYCO INTL LTD NAMEN-AKT	07/17/13	3,763.76	4,391.28	627.52	69.00
109	TYCO INTL LTD NAMEN-AKT	08/16/13	3,718.81	4,473.36	754.55	70.00
97	TYCO INTL LTD NAMEN-AKT	09/16/13	3,345.53	3,980.88	635.35	83.00
101	TYCO INTL LTD NAMEN-AKT	12/05/13	3,767.05	4,145.04	377.99	65.00
178	TERADYNE INC	08/16/13	2,865.36	3,136.36	271.00	
177	TERADYNE INC	09/16/13	2,879.35	3,118.74	239.39	
887	TOKIO MARINE HOLDINGS INC, TOKYO ADR	12/05/13	22,265.67	22,980.15	714.48	334.00
52	3M COMPANY	08/19/11	4,036.76	7,293.00	3,256.24	178.00
53	3M COMPANY	09/19/11	4,161.03	7,433.25	3,272.22	182.00
66	3M COMPANY	10/19/11	5,179.68	9,256.50	4,076.82	226.00
35	3M COMPANY	11/02/11	2,747.85	4,908.75	2,160.90	120.00
37	3M COMPANY	11/16/11	3,008.47	5,189.25	2,180.78	127.00
188	3M COMPANY	08/16/13	21,784.97	26,367.00	4,582.03	843.00
205	3M COMPANY	09/16/13	24,567.71	28,751.25	4,183.54	702.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
97	TRAVELERS COS INC	08/19/11	4,828.12	8,782.38	3,954.28	194.00
139	TRAVELERS COS INC	09/19/11	6,911.78	12,585.06	5,673.28	278.00
146	TRAVELERS COS INC	10/19/11	7,878.16	13,218.84	5,340.68	292.00
143	TRAVELERS COS INC	11/02/11	8,227.65	12,947.22	4,719.57	286.00
107	TRAVELERS COS INC	11/16/11	6,004.31	9,687.78	3,683.47	214.00
95	TE CONNECTIVITY LTD REG.SHS	07/17/13	4,548.70	5,235.45	688.75	95.00
158	TE CONNECTIVITY LTD REG.SHS	08/16/13	7,819.03	8,707.38	888.35	158.00
7	TORONTO DOMINION BANK	08/19/11	507.36	659.68	152.32	23.00
37	TORONTO DOMINION BANK	09/19/11	2,740.59	3,486.88	746.29	120.00
49	TORONTO DOMINION BANK	10/19/11	3,596.11	4,617.78	1,021.65	158.00
29	TORONTO DOMINION BANK	11/02/11	2,121.35	2,732.96	611.61	94.00
27	TORONTO DOMINION BANK	11/16/11	1,900.53	2,544.48	643.95	87.00
95	TORONTO DOMINION BANK	08/30/12	7,724.53	8,952.80	1,228.27	307.00
686	UNILEVER NV NY REG SHS	04/03/12	23,720.17	27,597.78	3,877.61	814.00
185	UNITED PARCEL SVC CL B	03/18/13	15,786.33	19,439.80	3,653.47	459.00
66	UNITED PARCEL SVC CL B	09/18/13	5,937.03	6,935.28	998.25	164.00

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Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
183	US BANCORP (NEW)	08/19/11	3,829.13	7,393.20	3,564.07	169.00
189	US BANCORP (NEW)	09/19/11	4,493.59	7,635.60	3,142.01	174.00
225	US BANCORP (NEW)	10/19/11	5,590.13	9,090.00	3,499.87	207.00
139	US BANCORP (NEW)	11/02/11	3,533.19	5,615.60	2,082.41	128.00
138	US BANCORP (NEW)	11/16/11	3,522.53	5,575.20	2,052.67	127.00
360	US BANCORP (NEW)	07/24/12	11,977.27	14,544.00	2,566.73	332.00
59	US BANCORP (NEW)	08/13/12	1,953.36	2,383.60	430.24	55.00
95	US BANCORP (NEW)	01/29/13	3,147.35	3,838.00	690.65	88.00
350	US BANCORP (NEW)	08/07/13	12,540.05	14,140.00	1,599.95	322.00
701	US BANCORP (NEW)	09/16/13	26,215.51	28,320.40	2,104.89	645.00
297	US BANCORP (NEW)	12/05/13	11,510.29	11,998.80	488.51	274.00
455	UNITED CONTL HLDGS INC	05/17/13	15,763.25	17,212.65	1,449.40	
225	UNITED CONTL HLDGS INC	08/16/13	6,970.07	8,511.75	1,541.68	
335	UNITED CONTL HLDGS INC	09/16/13	11,020.83	12,673.05	1,652.22	
347	UNITED CONTL HLDGS INC	12/05/13	12,818.35	13,127.01	308.66	
59	UNITED TECHS CORP COM	11/02/11	4,553.03	6,714.20	2,161.17	140.00
90	UNITED TECHS CORP COM	11/16/11	7,010.10	10,242.00	3,231.90	213.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
306	UNITED TECHS CORP COM	04/03/12	25,373.52	34,822.80	9,449.28	723.00
26	UNITED TECHS CORP COM	10/18/12	2,016.30	2,958.80	942.50	62.00
104	V F CORPORATION	09/19/11	3,251.04	8,483.36	3,232.32	110.00
284	V F CORPORATION	10/19/11	9,360.84	17,704.56	8,343.92	299.00
156	V F CORPORATION	11/02/11	5,375.76	9,725.04	4,349.28	164.00
144	V F CORPORATION	11/16/11	4,827.60	8,976.96	4,149.36	152.00
28	VERIZON COMMUNICATNS COM	11/02/11	1,033.36	1,375.92	342.56	60.00
282	VERIZON COMMUNICATNS COM	11/16/11	10,401.57	13,857.48	3,455.91	598.00
605	VERIZON COMMUNICATNS COM	04/03/12	23,295.83	29,729.70	6,433.87	1,283.00
245	VERIZON COMMUNICATNS COM	05/02/12	9,926.76	12,039.30	2,112.54	520.00
45	VERIZON COMMUNICATNS COM	01/29/13	1,944.99	2,211.30	266.31	96.00
123	VODAFONE GROU PLC SP ADR	02/16/12	3,368.33	4,835.13	1,466.80	196.00
340	VODAFONE GROU PLC SP ADR	03/27/12	9,495.42	13,365.40	3,869.98	541.00
50	VODAFONE GROU PLC SP ADR	01/29/13	1,363.00	1,965.50	602.50	80.00
137	VODAFONE GROU PLC SP ADR	12/05/13	5,032.71	5,385.47	352.76	218.00
80	VODAFONE GROU PLC SP ADR	12/11/13	3,022.40	3,144.80	122.40	128.00

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Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
152	KONE OYJ EUR PAR ORDINARY EST MKT PRICE AS OF 12/30/13	04/03/12	4,289.10	8,869.90	2,580.80	
120	KONE OYJ EUR PAR ORDINARY	04/03/12	3,375.00	5,423.60	2,048.60	
75	EUTELSAT COMMUNICATIONS, .5 EUR PAR ORDINARY	08/21/12	2,209.85	2,342.34	132.49	
214	EUTELSAT COMMUNICATIONS, .5 EUR PAR ORDINARY	12/05/13	6,325.63	6,683.48	357.85	
70	ACE LIMITED	10/06/11	4,249.05	7,247.10	2,998.05	177.00
52	ACE LIMITED	10/19/11	3,416.92	5,383.56	1,966.64	132.00
35	ACE LIMITED	11/02/11	2,509.85	3,623.55	1,113.70	89.00
34	ACE LIMITED	11/16/11	2,355.88	3,520.02	1,164.16	86.00
51	WAL-MART STORES INC	10/19/11	2,867.73	4,013.19	1,145.46	96.00
159	WAL-MART STORES INC	11/02/11	9,049.69	12,511.71	3,462.02	299.00
127	WAL-MART STORES INC	11/16/11	7,214.86	9,993.83	2,778.77	239.00
183	WEYERHAEUSER CO	08/19/11	2,603.79	5,145.91	2,542.12	144.00
212	WEYERHAEUSER CO	09/19/11	3,675.15	8,692.84	3,017.69	187.00
268	WEYERHAEUSER CO	10/19/11	4,487.66	8,460.76	3,973.10	236.00

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MILES FOUNDATION

Current Principal Portfolio Summary

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
148	WEYERHAEUSER CO	11/02/11	2,575.20	4,672.36	2,097.16	131.00
143	WEYERHAEUSER CO	11/16/11	2,360.22	4,514.51	2,154.29	126.00
127	YANDEX N V CL A	12/11/13	4,857.43	5,480.05	622.62	
224	JAPAN TOBACCO INC 2914 JPY PAR ORDINARY EST MKT PRICE AS OF 12/30/13	12/05/13	7,519.88	7,288.71	(230.97)	
161	JAPAN TOBACCO INC 2914 JPY PAR ORDINARY	12/11/13	5,570.60	5,238.76	(331.84)	
882	WELLS FARGO & CO NEW DEL	11/16/11	22,072.40	40,042.80	17,970.40	1,059.00
355	WELLS FARGO & CO NEW DEL	02/29/12	11,138.23	16,117.00	4,978.77	426.00
185	WELLS FARGO & CO NEW DEL	01/08/13	6,383.55	8,389.00	2,015.45	222.00
152	STANDARD CHARTERED ORD 0.5USD PAR ORDINARY	12/11/13	3,216.32	3,423.78	207.46	
Total Equities			3,931,985.53	4,950,801.42	1,018,815.89	107,519.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
10,069	ISHARES MSCI EMERGING MKTS	08/19/11	395,906.25	420,833.88	24,927.63	8,640.00
13,737	VANGUARD FTSE ALL WORLD EX US	12/12/13	671,327.19	696,878.01	25,550.82	18,545.00
4,401	SPDR S&P 500 ETF TRUST	12/12/13	784,989.85	812,820.69	27,831.04	14,748.00
54,837	BLACKROCK FLOATING RATE INCOME PORTFOLIO CL INST	11/21/12	588,305.92	576,335.87	8,030.95	23,849.00
41,052	GLOBAL SMALL CAP PORT MANAGED ACCT SERIES	07/17/13	624,807.45	651,495.24	26,687.79	15,923.00
49,682	MID CAP VALUE OPPS PORTFOLIO CLS	07/22/11	620,690.43	758,147.32	137,456.89	11,873.00
172,086	BLACKROCK STRATEGIC INCOME OPRTNTS PTF INST	10/19/11	1,681,751.89	1,748,393.76	66,642.07	46,980.00
Total Mutual Funds/Closed End Funds/UIT			5,347,778.58	5,664,905.77	317,127.19	140,558.00

ATTACHMENT 11FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEVON ENERGY CORP. STOCK	242,485.	242,485.	247,480.
MERRILL LYNCH EQUITY PORTFOLIO	8,000,772.	9,279,764.	10,615,707.
(SEE DETAIL ATTACHED - ATCH 10A)			
TOTALS	<u>8,243,257.</u>	<u>9,522,249.</u>	<u>10,863,187.</u>

ATTACHMENT 12FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH BOND FUNDS	607,363.	696,718.	695,808.
(SEE DETAIL ATTACHED - ATCH 10A)			
TOTALS	<u>607,363.</u>	<u>696,718.</u>	<u>695,808.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OIL & GAS ROYALTY INTERESTS OH	355,016.	355,016.	386,725.
OIL & GAS ROYALTY INTERESTS TX	5,385,812.	5,385,812.	14,872,321.
RCP CENTRAL EXPWY OFFICE, LTD	190,191.	205,444.	205,444.
RCP ARGYLE 114 LTD	251,308.	187,557.	187,557.
VALQUEST CAMP BOWIE LP	32,986.	12,851.	12,851.
VALQUEST CAMP BOWIE 2 LP	136,694.	26,386.	26,386.
CAMP BOWIE PARTNERS	175,000.	33,068.	33,068.
VALQUEST PRINCETON 55 LP	138,219.	138,590.	138,590.
VALQUEST CONROE MARINAS LP	167,076.	159,753.	159,753.
SILVER TREE REALTY FUND II LP	471,059.	323,332.	323,332.
VALQUEST PRTNs GARDEN HOUSE LP	41,639.		
HEARTLAND CAPITAL CORP.	58,188.	58,188.	58,188.
HEARTLAND MILES INVESTMENTS	2,403,000.	2,603,000.	2,603,000.
LIFE PARTNERS, INC.	150,000.	150,000.	150,000.
TOTALS	<u>9,956,188.</u>	<u>9,638,997.</u>	<u>19,157,215.</u>

FORM 990PF - PART VII-A - CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN
THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	20-6189386
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362
HEARTLAND MILES INVESTMENTS 545 E. JOHN CARPENTER FRWY #300 IRVING, TX 75062	45-2502580
HEARTLAND CAPITAL FUNDING, LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	N/A Disregarded Entity of The Miles Fdn.
MILES PRODUCTION MANAGMENT LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362
MILES HILLTOP LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362

FORM 990PF - PART VII-A - TRANSFERS TO CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
HEARTLAND MILES INVESTMENTS 545 E. JOHN CARPENTER FRWY #300 IRVING, TX 75062	45-2502580	CAPITAL INVESTMENTS	200,000
HEARTLAND CAPITAL FUNDING, LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	N/A	CAPITAL INVESTMENTS	350,000

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 14

FORM 990PF - PART VII-A - TRANSFERS FROM CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	20-6189386	GRANT RECEIVED	1,040,000
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362	INTEREST RECEIVED	14,229
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362	LOAN REPAYMENT	918,000

ATTACHMENT 14

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SHERRY A. WILSON 2821 WEST 7TH STREET 200 FORT WORTH, TX 76107	COO/DIRECTOR 40.00	67,008.	21,415.	0
JACK L. BURDETT 2821 WEST 7TH STREET 200 FORT WORTH, TX 76107	CFO/DIRECTOR 40.00	72,937.	23,764.	0
C. GRANT COATES 2821 WEST 7TH STREET 200 FORT WORTH, TX 76107	CEO/DIRECTOR 30.00	109,593.	13,272.	0
GRAND TOTALS		249,538.	58,451.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
JAY MCCALL 2821 WEST 7TH ST., SUITE 200 FORT WORTH, TX 76107	SENIOR PROG. OFFICER 40.00	99,291.	25,301. 0
	TOTAL COMPENSATION	<u>99,291.</u>	<u>25,301.</u> 0

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
STREAMS AND VALLEYS INC P O BOX 101373 FORT WORTH, TX 76185	NONE PC		ENVIRONMENT CONSERVATION	250
GRACEWAY BAPTIST CHURCH 1100 S W 104TH OKLAHOMA CITY, OK 73139	NONE PC		TORNADO DISASTER ASSISTANCE	14,000
DECATUR ISD 501 E COLLINS DECATUR, TX 76234	NONE PC		STEM CURRICULUM	205,000
GALVESTON ACADEMIC EXCELLENCE BOOSTER CLUB 1020 HARBORVIEW DR. GALVESTON, TX 77550	NONE PC		EDUCATION	1,000
THE PHILANTHROPY ROUNDTABLE 1730 M STREET, NW WASHINGTON, DC 20036	NONE PC		ECONOMIC OPPORTUNITY PROGRAMMING	11,000
MIGHTY EIGHTH AIR FORCE MUSEUM P O BOX 1992 SAVANNAH, GA 31410	NONE PC		MILITARY HISTORY	50,000

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR NONPROFIT MANAGEMENT 2902 FLOYD DALLAS, TX 75204	NONE PC		NON-PROFIT CAPACITY BUILDING CONSULTING & STRATEGIC PLANNING CONSULTING FOR PROJECT SUCCESS	32,000
THE DALLAS FOUNDATION REAGAN PLACE AT OLD PARKLAND DALLAS, TX 75219	NONE PC		JACKSBORO SCHOLARSHIP & EARLY CHILDHOOD EDUCATION BACHMAN PROGRAM	270,000
LIBERTY EDUCATIONAL MINISTRIES, INC 1301 SOUTH HIGHWAY 377 ARGYLE, TX 76226	NONE PC		ENDOWMENT	1,000.
FRONTIERS OF FLIGHT MUSEUM 6911 LEMMON AVENUE DALLAS, TX 75209	NONE PC		SUMMER EDUCATION PROGRAM	10,000
UNT REAL ESTATE UNRESTRICTED GIFT FUND 1155 UNION CIRCLE DENTON, TX 76203	NONE PC		GENERAL FUNDRAISING CONTRIBUTION	1,000
CONFERENCE OF SOUTHWEST FOUNDATIONS INC 624 N GOOD-LATIMER, STE 100 DALLAS, TX 75204	NONE PC		NEXT GENERATION PROGRAM	1,000

FORM 990PF, PART XIV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DPAS ASSIST THE OFFICER FOUNDATION 1412 GRIFFIN ST. E DALLAS, TX 75215	NONE PC		GENERAL FUNDRAISING CONTRIBUTION	1,000
TAYLORS GIFT FOUNDATION 106 N DENTON TAP RD 210 167 COPPELL, TX 75019	NONE PC		MEDICAL RESEARCH	8,000
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW P O BOX 150 FORT WORTH, TX 75101	NONE PC		GENERAL FUNDRAISING CONTRIBUTION	1,000
CATHOLIC CHARITIES FORT WORTH P O BOX 15610 FORT WORTH, TX 76119	NONE PC		CHRISTMAS HOUSING PROGRAM & FINANCIAL LITERACY PROGRAM	40,000
RONALD MCDONALD HOUSE OF FORT WORTH INC. 1004 7TH AVE FORT WORTH, TX 76104	NONE PC		GENERAL FUNDRAISING CONTRIBUTION	3,000.
UNIVERSITY OF NORTH TEXAS 1155 UNION CIRCLE DENTON, TX 76203	NONE PC		LEADERSHIP DEVELOPMENT PROGRAM	5,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HONOR FLIGHT FORT WORTH P O BOX 24191 FORT WORTH, TX 76124	NONE PC	VETERAN APPRECIATION	12,500
OKLAHOMA HONOR FLIGHTS INC 11061 CANTERBURY LN MIDWEST CITY, OK 73130	NONE PC	VETERAN APPRECIATION	12,500
CROSSROADS YOUTH MINISTRIES OF PARKER COUNTY 1925 FORT WORTH HWY STE WEATHERFORD, TX 76086	NONE PC	AFTERSCHOOL PROGRAMS	2,500
GENERAL ASSEMBLY OF THE CHRISTIAN CHURCH DISCIPLES P O BOX 1986 INDIANAPOLIS, IN 46206	NONE PC	HUMANITARIAN	5,000
TEXAS BAPTIST MEN 5351 CATRON DR DALLAS, TX 75227	NONE PC	TORNADO DISASTER ASSISTANCE	2,500
TEAM RUBICON 1030 W HILLCREST BLVD INGLEWOOD, CA 90301	NONE PC	TORNADO DISASTER ASSISTANCE	3,000

THE MILES FOUNDATION, INC.

75-2739180

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PARKER COUNTY COMMITTEE ON AGING INC 1225 HOLLAND LAKE DR WEATHERFORD, TX 76086	NONE PC		FOOD PROGRAM	4,000
CUMBERLAND PRESBYTERIAN CHILDREN'S HOME P.O. DRAWER G DENTON, TX 76202	NONE PC		CHILD COUNSELING	5,000
LOVE COUNTY HEALTH CENTER FOUNDATION 2408 MELVIN DOUGLAS RD. MARIETTA, OK 73448	NONE PC		FOOD BANK	1,000.
CENTRAL CHRISTIAN CHURCH 1602 S MAIN ST WEATHERFORD, TX 78086	NONE PC		HUMANITARIAN	2,000.
AMERICAN AIR MUSEUM IMPERIAL WAR MUSEUM DUXFORD, CAMBRIDGE CB22 4QR UNITED KINGDOM	NONE PC		MILITARY HISTORY	50,000
ARGYLE ISD EDUCATION FOUNDATION 800 EAGLE DR ARGYLE, TX 76226	NONE PC		GENERAL EDUCATION SUPPORT	20,000

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
BRIDGEPORT EDUCATION FOUNDATION 2107 15TH STREET BRIDGEPORT, TX 76426	NONE PC		STEM EQUIPMENT FOR LIBRARY	15,000
BIG BROTHERS BIG SISTERS LONE STAR 450 E JOHN CARPENTER FREEWAY IRVING, TX 75062	NONE PC		STUDENT MENTORING	100,000
JUNIOR ACHIEVEMENT OF DALLAS 1201 W EXECUTIVE DRIVE RICHARDSON, TX 75081	NONE PC		FINANCIAL LITERACY FOR FINANCE PARK	15,000
VETERANS NATIONAL EDUCATION PROGRAM P.O BOX 354 NEWTOWN SQUARE, PA 19073	NONE PC		MILITARY HISTORY	65,000.
LEWISVILLE ISD EDUCATION FOUNDATION 400 WEST MAIN STREET LEWISVILLE, TX 75057	NONE PC		STEM EQUIPMENT FOR MIDDLE SCHOOL	16,640
JUNIOR ACHIEVEMENT OF THE CHISOLM TRAIL, INC 6300 RIDGLEA PLACE FORT WORTH, TX 76116	NONE PC		FINANCIAL LITERACY PROGRAM FOR RURAL SCHOOLS & CAPACITY BUILDING GRANT FOR ORGANIZATION	235,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
DREAM OUTSIDE THE BOX 1619 PENNSYLVANIA AVE FORT WORTH, TX 76104	NONE PC		AFTERSCHOOL PROGRAMS	15,000
COMMUNITIES IN SCHOOLS OF GREATER TARRANT COUNTY 5707 BRENTWOOD STAIR RD , STE 510 FORT WORTH, TX 76112	NONE PC		STUDENT MENTORING/DROPOUT PREVENTION	30,000
SCI-TECH DISCOVERY CENTER 8004 N DALLAS PKWY FRISCO, TX 75034	NONE PC		STEM PROGRAM	25,000
MY VERY OWN BOOK 2213 ASPEN ST. RICHARDSON, TX 75082-3323	NONE PC		ELEMENTARY READING PROGRAM	5,000
FORT WORTH REGIONAL SCIENCE AND ENGINEERING FAIR P O. BOX 6125 FORT WORTH, TX 76115	NONE PC		SCIENCE FAIR	10,000.
REAL SCHOOL GARDENS 5520 CONNECTICUT AVE NW WASHINGTON, DC 20015	NONE PC		ELEMENTARY STEM GARDEN PROGRAM	75,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY STREET FORT WORTH, TX 76107	NONE PC	SUMMER STEM PROGRAM	10,000
THE DONOR PROJECT INC 2214 WINDSOR DR RICHARDSON, TX 75802	NONE PC	MEDICAL RESEARCH	50,000
TOTAL CONTRIBUTIONS PAID			1,440,890

THE MILES FOUNDATION, INC.

75-2739180

FORM 990PE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

UNTHSC/TCOM FOUNDATION
3500 CAMP BOWIE BLVD
FORT WORTH, TX 76107

NONE
PC

EDUCATIONAL ASSISTANCE & SPECIAL PROGRAMS-SUBJECT
TO AVAILABLE FUNDS

250,000

TOTAL CONTRIBUTIONS APPROVED

250,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME	531390	1,892,857.	16	-26,397.	
GRANT RECOVERY			01	33,500.	
OTHER INVESTMENT INCOME			01	2,016.	
TOTALS		<u>1,892,857.</u>		<u>9,119.</u>	

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 20

FORM 990PF - PART II - INVESTMENTS LAND, BUILDINGS, AND EQUIPMENT

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TUCKER RANCH LAND	2,115,911	2,115,911	2,115,911
LAND - WR BOYD BLK 1 LOT 3R	0	410,000	410,000
LAND - WR BOYD BLK 1 LOT 5	0	630,000	630,000
TOTALS	<u>2,115,911</u>	<u>3,155,911</u>	<u>3,155,911</u>

ATTACHMENT 20

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 21

FORM 990PF - PART II - LAND, BUILDINGS, AND EQUIPMENT

<u>DESCRIPTION</u>	<u>COST OR OTHER BASIS</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
COMPUTER EQUIPMENT	47,215	17,742	29,473
FURNITURE & FIXTURES	70,463	26,479	43,984
TOTALS	<u>117,678</u>	<u>44,221</u>	<u>73,457</u>

The Miles Foundation

Organization Information

Executive Summary of the Organization*

Briefly summarize the organization's history, mission, and goals. Describe the need or problem your organization is trying to address.

Character Limit: 5000

Organization Strategy*

Describe what makes your organization effective including any unique approaches your organization uses to address the need or problem.

Character Limit: 2500

Organization Challenges*

Describe the greatest challenges facing your organization.

Character Limit: 2500

Organization Partnerships*

Describe how your organization works with other organizations (nonprofits, corporations, government entities, etc.) to address the need or problem.

Character Limit: 2500

Key Personnel*

Briefly describe the experience and qualifications of the key personnel responsible for the successful outcomes of this request. This should include but is not limited to executive leadership, directors, and program/project managers.

Character Limit: 5000

Volunteers*

Describe your organization's use of volunteers.

Character Limit: 2000

Grant Request Information

Primary Purpose of Grant Request*

State the primary purpose of this grant request and the need or problem you are seeking to address, including any attributes that make this request unique.

Character Limit: 3000

Community and Population Served*

Describe the community and people you plan to serve in terms of their needs and current conditions. Also, describe those indirectly impacted by this program/project.

Character Limit: 2500

Geographic Area Served*

Describe the primary geographic area that will be impacted as specifically as possible (For example: The downtown area of Fort Worth, TX or Fort Worth ISD, particularly the XYZ Elementary School area).

Character Limit: 1000

Strategy*

Describe how you will accomplish the goals of this grant request including but not limited to outreach, planning, and execution.

Character Limit: 5000

Project Duration*

What is the time period or duration that this funding request will support?

Character Limit: 1500

Expected Outcomes*

What are the expected outcome(s) of the project?

Character Limit: 2500

Outcome Measurement*

Describe how you plan to measure and evaluate the expected outcomes including frequency and data collection methods.

Character Limit: 2500

Future Support*

Describe the plans to support the project after the term of this grant or current fiscal year if the request is for general operations.

Character Limit: 1000

Total Project Budget*

Character Limit: 20

Please provide a detailed breakdown of the total project budget. If this grant request is for general operating funds, include the annual budget. If providing as an attachment, please indicate here. *

Character Limit: 2500

Requested Amount*

Character Limit: 20

Describe how the requested amount will support the support the program or project budget. *

Character Limit: 2500

Amount Raised*

Indicate the amount raised for the project so far.

Character Limit: 20

Additional Support*

Provide an updated list of all requests and pending requests to other entities asking for support on this project with amounts and responses to date. Indicate when you expect to hear back on pending requests.

Character Limit: 5000

Matching Funds*

Is the requested funding part of a matching program?

Choices

Yes

No

If yes, provide the details.

Character Limit: 500

File Uploads and Supporting Documents

Directors or Trustees *

Provide a list all directors or trustees and their affiliations.

File Size Limit: 1 MB

Key Personnel Experience and Qualifications

Provide any additional supporting documents for key personnel as necessary.

File Size Limit: 1 MB

Organization Budget*

Provide the current operating budget and next year's (if available).

File Size Limit: 1 MB

Project Budget

Provide the project budget if not provided in narrative form above.

File Size Limit: 1 MB

Requested Amount Budget

Provide the requested amount budget if not provided in narrative above.

File Size Limit: 1 MB

Additional Support

Please attach a list of individuals, corporations, and foundations in which you have submitted a grant request for this project.

File Size Limit: 1 MB

Balance Sheet*

Please attach your balance sheet

File Size Limit: 2 MB

Income Statement*

Please attach your most recent Profit and Loss Statement

File Size Limit: 2 MB

Financial audit

Please upload your most recent financial audit.

File Size Limit: 2 MB

501(c)(3)*

Upload a copy of your IRS 501(c)(3) determination letter

File Size Limit: 2 MB

IRS Form 990*

Upload a complete copy of your latest IRS Form 990.

File Size Limit: 5 MB

Supporting Documents

Supporting Document

Please provide additional information that may be relevant to this grant application.

File Size Limit: 2 MB

Additional Supporting Documents

Provide any additional documents that may be relevant to this grant application.

File Size Limit: 2 MB

THE MILES FOUNDATION, INC.

75-2739180

ATTACHMENT 23

FORM 990PF - PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE MILES FOUNDATION, INC. RESTRICTS GRANTS TO ORGANIZATIONS IN THE DALLAS-FORT WORTH AREA IN THE AREAS OF SCIENCE, TECHNOLOGY, ENGINEERING, AND MATH (STEM) EDUCATION, FINANCIAL LITERACY, AND MILITARY HISTORY. ORGANIZATIONS APPLYING FOR FUNDS MUST BE TAX EXEMPT UNDER SECTIONS 501(C)(3) OR 170(C) OF THE INTERNAL REVENUE CODE AND BE CLASSIFIED AS A PUBLIC CHARITY UNDER SECTION 509(A) OF THE INTERNAL REVENUE CODE. ORGANIZATIONS MAY ONLY APPLY FOR FUNDS ONCE PER CALENDAR YEAR.

ATTACHMENT 23

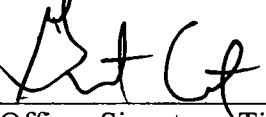
**Election to Treat Qualifying Distribution as Coming
From Corpus Pursuant to Code Sec. 4942(h)(2) and
Reg. §53.4942(a)-3(d)(2))/Part XIII, Line 4c Column
(a)**

The Miles Foundation
2821 West 7th Street, Suite 200
Fort Worth, TX 76107

Identification Number: 75-2739180

Tax Year End: 12/31/2013

Pursuant to Code Sec. 4942(h)(2) and Reg. §53.4942(a)-3(d)(2), The Miles Foundation elects to treat \$581,432 of current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as coming from corpus.

 President

Officer Signature, Title

11/10/2014

Date

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

THE MILES FOUNDATION, INC.

75-2739180

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

2821 WEST 7TH STREET, SUITE 200

City, town or post office, state, and ZIP code. For a foreign address, see instructions

FORT WORTH, TX 76107

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► JACK BURDETT

Telephone No. ► 817 420-9914

FAX No. ►

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 166,675.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 91,675.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 75,000.

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

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

Form **8868** (Rev. 1-2014)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
THE MILES FOUNDATION, INC.	75-2739180	
Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)	
2821 WEST 7TH STREET, SUITE 200		
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
FORT WORTH, TX 76107		

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

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

- The books are in the care of **JACK BURDETT, 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107**
Telephone No. **817 420-9914** Fax No.
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **N/A**. If this is for the whole group, check this box. ☐. If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **11/17, 2014**
- For calendar year **2013**, or other tax year beginning , 20, and ending , 20.
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 166,675.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 166,675.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$ 0.00

Signature and Verification must be completed for Part II only.

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

Signature **Debra P. Cook** Title **CPA** Date **8/6/14**