Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: The Mark and Kathie Miller Foundation

A Employer identification number: 87-0676533

Number and street (or P O box number if mail is not delivered to street address): 3113 Carrigan Canyon | Room/suite:

B Telephone number: 801-560-0595

City or town, state or province, country, and ZIP or foreign postal code: Salt Lake City, UT 84109

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,887,883.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	79,224.	79,224.		Statement 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	191,295.			
b Gross sales price for all assets on line 6a 570,750.				
7 Capital gain net income (from Part IV, line 2)		191,295.		
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)				
11 Other income				
12 **Total.** Add lines 1 through 11	270,519.	270,519.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees Stmt 2	650.	0.		0.
c Other professional fees				
17 Interest				
18 Taxes Stmt 3	3,144.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 4	1,352.	1,352.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	5,146.	1,352.		0.
25 Contributions, gifts, grants paid	1,033,217.			1,033,217.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,038,363.	1,352.		1,033,217.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<767,844.>			
b **Net investment income** (if negative, enter -0-)		269,167.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		18,928.	18,928.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 5	3,141,847.	2,355,075.	3,868,955.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,141,847.	2,374,003.	3,887,883.
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			
	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, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,141,847.	2,374,003.	
	30 **Total net assets or fund balances**	3,141,847.	2,374,003.	
	31 **Total liabilities and net assets/fund balances**	3,141,847.	2,374,003.	

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	3,141,847.
2	Enter amount from Part I, line 27a	2	<767,844.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,374,003.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,374,003.

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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	Fidelity Investments	P	Various	Various
b	Capital Gains Dividends			
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	570,351.		379,455.	190,896.
b	399.			399.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				190,896.
b				399.
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 — 191,295.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	662,876.	3,929,293.	.168701
2011	534,317.	4,013,519.	.133129
2010	595,037.	4,558,612.	.130530
2009	598,891.	4,725,859.	.126726
2008	618,772.	4,475,826.	.138248

2	**Total** of line 1, column (d)	2	.697334
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	.139467
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,660,640.
5	Multiply line 4 by line 3	5	510,538.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,692.
7	Add lines 5 and 6	7	513,230.
8	Enter qualifying distributions from Part XII, line 4	8	1,033,217.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	2,692.
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	0.
3	Add lines 1 and 2	3	2,692.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,692.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,040.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,040.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	652.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ UT			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ Mark Miller Telephone no. ▶ 801-560-0595

Located at ▶ 3113 Carrigan Canyon, Salt Lake City, UT ZIP+4 ▶ 84109

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(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)? N/A	1b		
	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.) N/A	2b		
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.)* N/A	3b		
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

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

			Yes	No
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)?	☐ 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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ 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?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
Mark Miller 3113 Carrigan Canyon Salt Lake City, UT 84109	Trustee 0.50	0.	0.	0.
Dale Hansen 185 South State Street, Suite 1300 Salt Lake City, UT 84180	Trustee 0.00	0.	0.	0.
Deborah S. Bayle 175 West Temple, Suite 300 Salt Lake City, UT 84101	Trustee 0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,716,386.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,716,386.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,716,386.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,746.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,660,640.
6	**Minimum investment return** Enter 5% of line 5	6	183,032.

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	183,032.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 2,692.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	2,692.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	180,340.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	180,340.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	180,340.

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	1,033,217.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,033,217.
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	5	2,692.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,030,525.

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				180,340.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 — 618,772.				
b From 2009 — 599,975.				
c From 2010 — 596,000.				
d From 2011 — 535,250.				
e From 2012 — 664,916.				
f **Total** of lines 3a through e	3,014,913.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,033,217.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				180,340.
e Remaining amount distributed out of corpus	852,877.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,867,790.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	618,772.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	3,249,018.			
10 Analysis of line 9:				
a Excess from 2009 — 599,975.				
b Excess from 2010 — 596,000.				
c Excess from 2011 — 535,250.				
d Excess from 2012 — 664,916.				
e Excess from 2013 — 852,877.				

Form **990-PF** (2013)

323581
10-10-13

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
American Cancer Society 941 E 3300 S, #100 Salt Lake City, UT 84106			General Cash Donation	112,500.
Big Brothers Big Sisters 1875 Murray Holladay Rd Murray, UT 84117			General Cash Donation	2,000.
ARCS 1388 S Foothill Dr, Ste 324 Salt Lake City, UT 84108			General Cash Donation	1,000.
Artspace 230 South 500 West, Suite 235 Salt Lake City, UT 84101			General Cash Donation	21,667.
Boys and Girls Clubs of America 669 South 200 East, Ste 100 Salt Lake City, UT 84111			General Cash Donation	5,000.
Total See continuation sheet(s)			▶ 3a	1,033,217.
b Approved for future payment None				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	79,224.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	191,295.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		270,519.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 270,519.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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.

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

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
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/14/14 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Scott M. Burbank	Scott M Burbank CPA	4/28/14		P00359866
Firm's name ▶ Burbank & Wilde, PLLC			Firm's EIN ▶ 26-0656313	
Firm's address ▶ 541 West 500 South Bountiful, UT 84010			Phone no. 801-305-1040	

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Fidelity Investments	79,623.	399.	79,224.	79,224.	
To Part I, line 4	79,623.	399.	79,224.	79,224.	

Form 990-PF Accounting Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	650.	0.		0.
To Form 990-PF, Pg 1, ln 16b	650.	0.		0.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Income Tax	3,144.	0.		0.
To Form 990-PF, Pg 1, ln 18	3,144.	0.		0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Expenses	15.	15.		0.
Foreign Taxes	1,141.	1,141.		0.
Office Supplies	196.	196.		0.
To Form 990-PF, Pg 1, ln 23	1,352.	1,352.		0.

Form 990-PF Other Investments Statement 5

Description	Valuation Method	Book Value	Fair Market Value
Fidelity Investments	COST	2,355,075.	3,868,955.
Total to Form 990-PF, Part II, line 13		2,355,075.	3,868,955.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Guadalupe Schools 340 S Goshen Salt Lake City, UT 84104			General Cash Donation ;ListTotal 24000	26,500.
Honorary Colonels 322 E Broadway Salt Lake City, UT 84111			General Cash Donation	2,500.
Huntsman Cancer Institute 2000 Circle of Hope Salt Lake City, UT 84112			General Cash Donation	2,500.
KUED 101 Wasatch Drive #215 Salt Lake City, UT 84112			General Cash Donation	1,000.
Nature Conservancy 559 East South Temple Salt Lake City, UT 84102			General Cash Donation	25,000.
Ririe-Woodbury Dance Company Foundation 138 W Broadway Salt Lake City, UT 84101			General Cash Donation	2,000.
Ronald McDonald House 935 E South Temple St Salt Lake City, UT 84102			General Cash Donation	12,500.
Rowland Hall-St. Mark's 720 S Guardsman Way Salt Lake City, UT 84108			General Cash Donation	5,000.
Civic Engagement for Education Foundation 36 South State, Suite 1400 Salt Lake City, UT 84111			General Cash Donation	12,500.
The Children's Center 350 South 400 East Salt Lake City, UT 84111			General Cash Donation	11,000.
Total from continuation sheets				891,050.

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Foundation for Private Enterprise Education Inc. 100 W Towne Ridge Pkwy Sandy, UT 84070			General Cash Donation	2,500.
Town Club Preservation Foundation 1081 E South Temple Salt Lake City, UT 84102-1521			General Cash Donation	250.
United Way of Greater Salt lake 257 E 200 S Salt Lake City, UT 84111			General Cash Donation ;ListTotal 222500	467,500.
University Hospital Foundation 540 Arapeen Dr Salt Lake City, UT 84108			General Cash Donation ;ListTotal 50000	54,000.
University of Utah 201 S. Presidents Circle Room 203 Salt Lake City, UT 84112			General Cash Donation ;ListTotal 96000	189,300.
Utah Arts & Cultural Coalition 175 S West Temple, Ste 155 Salt Lake City, UT 84101			General Cash Donation	5,000.
Utah Film Center 122 S Main St Salt Lake City, UT 84101			General Cash Donation	20,000.
Utah Nonrofits Association 231 E 400 S #345 Salt Lake City, UT 84111			General Cash Donation	500.
Fourth Street Clinic 409 400 S Salt Lake City, UT 84101			General Cash Donation	5,000.
YWCA 322 E Broadway Salt Lake City, UT 84111			General Cash Donation	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Hogle Zoo 2600 E Sunnyside Ave Salt Lake City, UT 84108			General Cash Donation	6,000.
Intermountain Spina Bifida Support Group 61 S Buffalo Rd Farmington, UT 84025-2685			General Cash Donation	2,500.
Planned Parenthood 654 S 900 E Salt Lake City, UT 84102			General Cash Donation	1,000.
Salt Lake CAP Head Start 1307 S 900 W Salt Lake City, UT 84104			General Cash Donation	10,000.
Utah Museum of Fine Arts 1410 Campus Center Dr Salt Lake City, UT 84112			General Cash Donation	15,000.
Utah State University 1400 Old Main Hill Logan, UT 84322-1400			General Cash Donation	2,000.
Total from continuation sheets				

Fidelity INVESTMENTS

FIDELITY BROKERAGE SERVICES LLC
PO BOX 673000
DALLAS, TX 75267-3000

2013 TAX REPORTING STATEMENT

MARK/KATHIE MILLER FOUNDATION

Account No.
Recipient ID No.87-0676533

Envelope 9022 003992 02

MARK/KATHIE MILLER FOUNDATION
MARK MILLER
3113 CARRIGAN CANYON DR
SALT LAKE CTY UT 84109-1476

Payer's Name and Address:
NATIONAL FINANCIAL SERVICES LLC
499 WASHINGTON BLVD
JERSEY CITY, NJ 07310

CORRECTED 03/05/2014
C=Corrected

Form 1099-DIV * 2013 Dividends and Distributions
CORRECTED on 02/05/14
Copy B for Recipient (OMB NO 1545-0110)

1a	Total Ordinary Dividends	79,223.59 C
1b	Qualified Dividends	76,606.55 C
2a	Total Capital Gain Distributions (includes 2b - 2d)	0.00
2b	Capital Gains that represent Unrecaptured 1250 Gain	0.00
2c	Capital Gains that represent Section 1202 Gain	0.00
2d	Capital Gains that represent Collectibles (28%) Gain	0.00
3	Nondividend Distributions	103.32 C
4	**Federal Income Tax Withheld**	**0.00**
5	Investment Expenses	0.00
6	Foreign Tax Paid	1,141.37
7	Foreign Country or U.S. Possession	Various
8	Cash Liquidation Distributions	0.00
9	Non-Cash Liquidation Distributions	0.00
10	Exempt Interest Dividends	0.00
11	Specified Private Activity Bond Interest Dividends	0.00
12	State 13 State Identification No.	
14	State Tax Withheld	0.00

Form 1099-MISC * 2013 Miscellaneous Income
Copy B for Recipient (OMB NO. 1545-0115)

2	Royalties	0.00
3	Other Income	0.00
4	**Federal Income Tax Withheld**	**0.00**
8	Substitute Payments in Lieu of Dividends or Interest	0.00
16	State Tax Withheld	0.00
17	State/Payer's State No	
18	State Income	0.00

Form 1099-INT * 2013 Interest Income
Copy B for Recipient (OMB NO 1545-0112)

1	Interest Income	0.00
2	Early Withdrawal Penalty	0.00
3	Interest on U.S. Savings Bonds and Treas. Obligations	0.00
4	**Federal Income Tax Withheld**	**0.00**
5	Investment Expenses	0.00
6	Foreign Tax Paid	0.00
7	Foreign Country or U.S. Possession	
8	Tax-Exempt Interest	0.00
9	Specified Private Activity Bond Interest	0.00
10	Tax-Exempt Bond CUSIP no.	

Summary of 2013 Proceeds From Broker and Barter Exchange Transactions
CORRECTED on 03/05/14

Sales Price of Stocks, Bonds etc	570,351.10
Federal Income Tax Withheld	**0.00**

Gross Proceeds from each of your security transactions are reported individually to the IRS. Refer to the Form 1099-B section of this statement. Report gross proceeds individually for each security on the appropriate IRS tax return *Do not report gross proceeds in aggregate*

Summary of 2013 Original Issue Discount

Total Original Issue Discount	0.00
Total Original Issue Discount on U.S. Treasury Obligations	0.00

Original Issue Discount (OID) *amounts are reported individually to the IRS.* Refer to the Form 1099-OID pages in this statement, if applicable

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

MARK/KATHIE MILLER FOUNDATION   Account No.
Recipient ID No. 87-0676533

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions   Copy B for Recipient OMB NO. 1545-0715 C = CORRECTED Corrected on 03/05/14

Long-term transactions for which basis Is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ACTIVISION BLIZZARD INC COM, ATVI, 00507V109										
Sale	03/19/13	03/07/08	200.000	2,865.98	2,723.66	142.32				
Sale	03/27/13	03/07/08	406.000	5,856.67	5,529.03	327.64				
Sale	03/27/13	04/11/08	276.000	3,981.38	3,750.36	231.02				
Sale	03/27/13	04/15/08	132.000	1,904.14	1,789.05	115.09				
Sale	03/27/13	07/14/08	292.000	4,212.18	4,815.94	-603.76				
Subtotals				**18,820.35**	**18,608.04**					
AT&T INC COM, T, 00206R102										
Sale	09/17/13	02/13/06	281.000	9,723.86	6,301.28	3,422.58				
Sale	09/17/13	01/22/08	119.000	4,117.94	4,255.68	-137.74				
Sale	09/17/13	01/22/08	427.000	14,784.02	15,270.37	-486.35				
Sale	10/09/13	01/22/08	235.000	7,961.00	8,404.07	-443.07				
Sale	10/24/13	01/22/08	89.000	3,112.92	3,182.82	-69.90				
Sale	10/24/13	07/17/08	261.000	9,128.91	8,261.41	867.50				
Sale	12/06/13	07/17/08	240.000	8,284.15	7,596.69	687.46				
Sale	12/06/13	10/21/08	120.000	4,142.08	3,196.64	945.44				
Sale	12/16/13	10/21/08	100.000	3,404.82	2,663.87	740.95				
Sale	12/16/13	10/29/08	155 000	5,277.47	4,222.56	1,054.91				
Subtotals				**69,937.17**	**63,355.39**					
DEALERTRACK TECHNOLOGIES INC, TRAK, 242309102										
Sale	03/27/13	05/07/09	100.000	2,886.98	1,455.14	1,431 84				
Sale	03/27/13	05/07/09	100 000	2,887.93	1,455.14	1,432 79				

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

MARK/KATHIE MILLER FOUNDATION Account No.
Recipient ID No.87-0676533

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB No. 1545-0715 C=CORRECTED Corrected on 03/05/14

Long-term transactions for which basis Is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
DEALERTRACK TECHNOLOGIES INC, TRAK, 242309102										
Sale	03/27/13	05/07/09	66.000	1,906.12	960.40	945.72				
Sale	03/27/13	05/07/09	34.000	981.94	496.74	485.20				
Sale	03/27/13	05/07/09	100.000	2,888.31	1,461.00	1,427.31				
Sale	03/27/13	05/07/09	100.000	2,889.63	1,461.00	1,428.63				
Sale	03/27/13	05/07/09	100.000	2,890.63	1,461.00	1,429.63				
Sale	03/27/13	05/07/09	100.000	2,891.33	1,461.00	1,430.33				
Sale	03/27/13	05/07/09	100.000	2,891 93	1,461.00	1,430.93				
Sale	03/27/13	05/07/09	100.000	2,892 53	1,461.00	1,431.53				
Sale	03/27/13	05/07/09	100.000	2,893.43	1,461.00	1,432.43				
Sale	03/27/13	05/07/09	50.000	1,447 72	730.50	717.22				
Sale	03/27/13	05/07/09	136.000	3,937.78	1,999.20	1,938.58				
Sale	03/27/13	05/07/09	254.000	7,327.98	3,733.80	3,594.18				
Sale	03/27/13	05/07/09	510.000	14,746.32	7,497.00	7,249.32				
Sale	03/27/13	05/07/09	690.000	19,950.90	10,087.80	9,863.10				
Sale	03/27/13	05/07/09	410 000	11,852.83	5,994.20	5,858.63				
Sale	03/27/13	05/07/09	1,390.000	40,184 00	20,460.80	19,723.20				
Sale	03/27/13	05/07/09	2,560.000	73,895 30	37,683.20	36,212.10				
Sale	03/27/13	05/07/09	1,050 000	30,333.82	15,456.00	14,877.82				
Sale	03/27/13	09/21/09	50.000	1,444 47	901.50	542.97				
Sale	03/27/13	09/21/09	300 000	8,666 81	5,406 00	3,260.81				
Sale	03/27/13	09/21/09	400.000	11,555 74	7,204.00	4,351.74				
Sale	03/27/13	09/21/09	1,200.000	34,667 21	21,600.00	13,067 21				

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

MARK/KATHIE MILLER FOUNDATION

Account No.

Recipient ID No.87-0676533

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715 C = CORRECTED Corrected on 03/05/14

Long-term transactions for which basis Is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
DEALERTRACK TECHNOLOGIES INC, TRAK, 242309102										
Subtotals				**288,911.64**	**153,348.42**					
DELL INC *EXCHANGED FOR CASH AT $13.75 P, 24702R101										
Merger	10/30/13	10/12/06	685.000	9,418.75	16,068.73(f)	-6,649.98				
Merger	10/30/13	12/19/07	139.000	1,911.25	3,403.24(f)	-1,491 99				
Merger	10/30/13	12/27/07	233.000	3,203.75	5,840.31(f)	-2,636.56				
Merger	10/30/13	01/22/08	114.000	1,567.50	2,302.23(f)	-734.73				
Merger	10/30/13	04/17/08	255.000	3,506.25	4,842.14(f)	-1,335.89				
Merger	10/30/13	06/02/08	210.000	2,887.50	4,773.99(f)	-1,886 49				
Merger	10/30/13	09/04/08	213.000	2,928.75	4,275.95(f)	-1,347.20				
Merger	10/30/13	03/05/09	215.000	2,956 25	1,840.36(f)	1,115.89				
Subtotals				**28,380.00**	**43,346.95**					
HASBRO INC, HAS, 418056107										
Sale	09/03/13	08/09/06	276 000	12,686.39	5,100.56	7,585.83				
Sale	09/03/13	04/26/07	20.000	919.30	627.22	292.08				
Sale	09/03/13	11/12/07	35 000	1,608.78	893.55	715.23				
Subtotals				**15,214.47**	**6,621.33**					
HEINZ H J CO *CASH PAYMENT AT $72 50 PER, 423074103										
Merger	06/10/13	01/28/09	647.000	46,907.50	23,984.03(f)	22,923 47				
Merger	06/10/13	04/09/09	41.000	2,972.50	1,390.72(f)	1,581.78				
Subtotals				**49,880.00**	**25,374.75**					

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

MARK/KATHIE MILLER FOUNDATION Account No.

Recipient ID No.87-0676533

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715 C=CORRECTED Corrected on 03/05/14

Long-term transactions for which basis Is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in **bold** type)

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
8 Description, 1d Stock or Other Symbol, CUSIP										
KOHLS CORP, KSS, 500255104										
Sale	03/27/13	09/21/07	104.000	4,829.65	6,284.27	-1,454.62				
Sale	03/27/13	09/27/07	106.000	4,922.53	6,013 21	-1,090.68				
Sale	03/27/13	03/05/09	55.000	2,554.14	1,931.94	622.20				
Subtotals				**12,306.32**	**14,229.42**					
MATTEL INC, MAT, 577081102										
Sale	05/14/13	09/12/07	267.000	12,303.69	6,039.62	6,264 07				
Sale	05/14/13	11/12/07	20.000	921.63	410.17	511.46				
Subtotals				**13,225.32**	**6,449.79**					
MCGRAW-HILL COS INC FORMERLY MCGRAW- HIL, MHFI, 580645109										
Sale	03/27/13	03/25/08	155.000	7,775.97	6,011.50	1,764.47				
Sale	03/27/13	03/25/08	200 000	10,044.39	7,756.78	2,287.61				
Sale	03/27/13	12/15/08	100.000	5,022.20	2,293.00	2,729.20				
Subtotals				**22,842.56**	**16,061.28**					
VERIZON COMMUNICATIONS, VZ, 92343V104										
Sale	03/27/13	02/09/06	238.000	11,713.00	6,963.94	4,749.06				
Sale	03/27/13	02/13/06	152.000	7,480.57	4,514.59	2,965.98				
Sale	04/08/13	02/13/06	83 000	4,054.41	2,465 20	1,589.21				
Sale	04/08/13	02/15/06	112.000	5,471.01	3,432 39	2,038.62				
Sale	04/08/13	02/21/06	65.000	3,175.14	2,012.49	1,162.65				
Sale	04/08/13	02/21/06	63.000	3,083.12	1,950.56	1,132.56				
Sale	04/08/13	03/06/06	83.000	4,061.88	2,511.52	1,550.36				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

MARK/KATHIE MILLER FOUNDATION   Account No.
Recipient ID No.87-0676533

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715 C=CORRECTED Corrected on 03/05/14

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VERIZON COMMUNICATIONS, VZ, 92343V104										
Sale	04/08/13	08/23/06	165.000	8,074.83	5,151.57	2,923.26				
Sale	04/08/13	06/12/07	9.000	440.45	364.60	75.85				
Sale	04/08/13	06/19/07	67.000	3,278.86	2,692.94	585.92				
Subtotals				**50,833.27**	**32,059.80**					
TOTALS				**570,351.10**	**379,455.17**			**0.00**		
	Box E Long-Term Realized Gain					**211,264.89**				
	Box E Long-Term Realized Loss					**-20,368.96**				
	Box E Wash Sale Loss Disallowed						**0.00**			

For any transaction listed on Form 1099-B in a section indicating that "**basis <u>is reported</u> to the IRS**", we are reporting to the IRS: **1c** type of gain or loss (i e. short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15**. We are not reporting to the IRS: the Action, the Gain / Loss, and all subtotals and totals.

For any transaction listed on Form 1099-B in a section indicating that "**basis <u>is not reported</u> to the IRS**", we are reporting to the IRS: **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15**. We are not reporting to the IRS: **1c** type of gain or loss (i.e. short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals.

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium.

(f) Gain/loss information for this transaction is provided based on information available from the company or other sources regarding the aggregate cash and fair market value of shares and other property received on the date of the merger. Consult your tax advisor for information on how to report this transaction on your return.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

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Fidelity INVESTMENTS

Investment Report

December 1, 2013 - December 31, 2013

FIDELITY PRIVATE CLIENT GROUP℠

Envelope 136077851

MARK MILLER
MARK/KATHIE MILLER FOUNDATION
3113 CARRIGAN CANYON DR
SALT LAKE CTY UT 84109-1476

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Private Client Group	800-544-5704
Customer Service	800-544-6666

Messages:

2013 tax forms will be sent by February 18, the IRS deadline for this year and are available online. Visit Fidelity.com/TaxCenter for specific tax form mailing dates, answers to your tax questions, and more.

Fidelity Account ℠

MARK/KATHIE MILLER FOUNDATION U/A 05/30/01 MARK MILLER, DEBORAH BAYLE/DALE T HANSEN AND KATHIE MILLER TRUSTEES

Account Summary

Beginning value as of Dec 1	$3,843,395.56
Withdrawals	-40,510.00
Other Tax Withheld	-165.77
Transaction costs, loads and fees	-23.57
Change in investment value	85,686.79
Ending value as of Dec 31	**$3,888,383.01**
Accrued Interest (AI)	$0.00
Change in AI from last statement	$0.00
Account trades from Jan 2013 - Dec 2013	15

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$25,426.41	$78,515.73

Realized Gain/Loss from Sales

	This Period	Year to Date
Long-term gain	$3,428.76	$211,161.57
Long-term loss	0.00	-20,368.96
Net long	**3,428.76**	**190,792.61**

This may not reflect all of your gains/losses because of incomplete cost basis.

Holdings (Symbol) as of December 31, 2013

	Performance December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
Stocks *100% of holdings*						
ABBOTT LABORATORIES (ABT)		532.000	$38.330	$14,373 14t	$20,317.08	$20,391 56
EAI: $468.16, EY: 2 30%						

Fidelity Account sm

MARK/KATHIE MILLER FOUNDATION U/A 05/30/01 MARK MILLER, DEBORAH BAYLE/DALE T HANSEN AND KATHIE MILLER TRUSTEES

Holdings (Symbol) as of December 31, 2013	Performance December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
ABBVIE INC COM USD0.01 (ABBV)		532.000	52.810	15,586.44t	25,775.40	28,094.92
EAI: $851.20, EY: 3.03%						
ADVANTA CORP CL B NO STOCKHOLDER EQUITY 02/28/2011		70,000.000	----------	77,033.84	unavailable	unavailable
AMGEN INC (AMGN)		170.000	114.080	8,276.80t	19,393.60	19,393.60
EAI. $414.80, EY: 2.14%						
BAXTER INTL INC (BAX)		381.000	69.550	22,385.40t	26,079.45	26,498.55
EAI: $746.76, EY: 2.82%						
CIGNA CORP (CI)		415.000	87.480	6,723.87	36,291.75	36,304.20
EAI: $16.60, EY: 0.05%						
CATERPILLAR INC (CAT)		90.000	90.810	3,862.80	7,614.00	8,172.90
EAI: $216.00, EY: 2.64%						
CHUBB CORP (CB)		196.000	96.630	11,164.36t	18,904.20	18,939.48
EAI: $344.96, EY: 1.82%						
COMCAST CORP NEW CL A (CMCSA)		1,954.000	51.965	35,146.49t	97,445.98	101,539.61
EAI: $1,524.12, EY: 1.50%						
CONOCOPHILLIPS (COP)		420.000	70.650	20,091.90t	30,576.00	29,673.00
EAI: $1,159.20, EY: 3.91%						
COSTCO WHOLESALE CORP (COST)		285.000	119.020	12,145.35	35,747.55	33,920.70
EAI: $353.40, EY: 1.04%						
DEERE & COMPANY (DE)		245.000	91.330	9,366.13	20,638.80	22,375.85
EAI: $499.80, EY: 2.23%						
DISNEY WALT CO (DIS)		264.000	76.400	6,955.89t	18,622.56	20,169.60
EAI: $227.04, EY: 1.13%						
E M C CORP MASS (EMC)		1,840.000	25.150	35,957.28t	43,884.00	46,276.00
EAI. $736.00, EY: 1.59%						
EXXON MOBIL CORP (XOM)		335.000	101.200	24,659.26t	31,315.80	33,902.00
EAI: $844.20, EY: 2.49%						
GAP INC DEL (GPS)		400 000	39.080	5,228.00	16,388.00	15,632.00
EAI: $320.00, EY: 2 05%						
GILEAD SCIENCES INC (GILD)		572.000	75.100	11,220.13t	42,791.32	42,957.20
HESS CORP COM (HES)		185 000	83.000	18,447.82t	15,009 05	15,355.00
EAI. $185 00, EY· 1 20%						

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

December 1, 2013 - December 31, 2013

Fidelity Account ℠

MARK/KATHIE MILLER FOUNDATION U/A 05/30/01 MARK MILLER, DEBORAH BAYLE/DALE T HANSEN AND KATHIE MILLER TRUSTEES

Holdings (Symbol) as of December 31, 2013	Performance December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
HOME DEPOT INC (HD)		1,945.000	82.340	53,628.40t	156,903.15	160,151.30
EAI: $3,034.20, EY: 1.89%						
HONEYWELL INTL INC (HON)		1,174.000	91.370	51,121.65t	103,910.74	107,268.38
EAI: $2,113.20, EY: 1.97%						
INTEL CORP (INTC)		3,326.000	25.955	69,960.39t	79,291.84	86,326.33
EAI: $2,993.40, EY: 3.47%						
INTL BUSINESS MACH (IBM)		183.000	187.570	16,546.57t	32,881.44	34,325.31
EAI: $695.40, EY: 2.03%						
ISHARES MSCI EAFE SMALL-CAP ETF (SCZ)		3,000.000	50.980	89,537.90	150,330.00	152,940.00
ISHARES MSCI EAFE VALUE ETF (EFV)		2,100.000	57.200	90,190.52	119,343.00	120,120.00
ISHARES MSCI EAFE GROWTH ETF (EFG)		2,100.000	71.480	97,733.86	147,630.00	150,108.00
JOHNSON & JOHNSON (JNJ)		652.000	91.590	41,240.58t	61,718.32	59,716.68
EAI: $1,721.28, EY: 2 88%						
LOCKHEED MARTIN CORP (LMT)		110.000	148.660	8,364.88	15,583.70	16,352.60
EAI: $585.20, EY: 3.58%						
MEDTRONIC INC (MDT)		310.000	57.390	9,603.77	17,769.20	17,790.90
EAI: $347.20, EY: 1.95%						
MERCK & CO INC NEW COM (MRK)		1,440.000	50.050	48,128.96t	71,755.20	72,072.00
EAI: $2,534.40, EY: 3.52%						
MICROSOFT CORP (MSFT)		4,445.000	37.410	121,379.68t	169,487.85	166,287.45
EAI: $4,978.40, EY: 2.99%						
OMNICOM GROUP (OMC)		175 000	74.370	4,755.12	12,503.75	13,014.75
EAI: $280.00, EY. 2.15%						
ORACLE CORPORATION (ORCL)		761.000	38.260	14,030.53	26,855.69	29,115.86
EAI: $365.28, EY: 1 25%						
PEPSICO INC (PEP)		948.000	82 940	58,115.08t	80,068.08	78,627.12
EAI: $2,151.96, EY: 2.74%						
PHILLIPS 66 COM (PSX)		210.000	77.130	5,971.02t	14,618.10	16,197.30
EAI: $327.60, EY: 2 02%						
QUALCOMM INC (QCOM)		477.000	74.250	20,350 98t	35,097.66	35,417.25
EAI· $667.80, EY: 1.89%						
RAYTHEON CO COM NEW (RTN)		833.000	90.700	41,638.66t	73,870.44	75,553.10
EAI· $1,832 60, EY· 2 43%						

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

December 1, 2013 - December 31, 2013

Fidelity Account ℠

MARK/KATHIE MILLER FOUNDATION U/A 05/30/01 MARK MILLER, DEBORAH BAYLE/DALE T HANSEN AND KATHIE MILLER TRUSTEES

Holdings (Symbol) as of December 31, 2013	Performance December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
TARGET CORP (TGT)		529.000	63.270	27,539.90t	33,818.97	33,469.83
EAI: $909.88, EY: 2.72%						
3M COMPANY (MMM)		140.000	140.250	10,242.40t	18,691.40	19,635.00
EAI: $478.80, EY: 2.44%						
TOYOTA MOTOR CORP ADR-EACH REP 2 ORD NPV LVLIII(SPON) (TM)		1,822 000	121.920	152,010.32t	227,841.10	222,138.24
EAI: $4,619.93, EY: 2.08%						
UNITEDHEALTH GROUP (UNH)		235.000	75.300	6,970.48	17,502.80	17,695.50
EAI: $263.20, EY: 1.49%						
VANGUARD INDEX FDS VANGUARD MID CAP VIPERS FORMERLY VANGUARD INDEX TR (VO)		7,200.000	110.020	451,845.48	778,248.00	792,144.00
VANGUARD INDEX FDS VANGUARD LARGE CAP VIPERS FORMERLY VANGUARD INDEX TR (VV)		9,400.000	84.800	479,833.85	780,576.00	797,120.00
VERIZON COMMUNICATIONS (VZ)		461.000	49.140	16,995.78t	22,874.82	22,653.54
EAI· $977.32, EY: 4.31%						
VIACOM INC NEW CL B (VIAB)		255.000	87.340	10,651.70t	20,443.35	22,271.70
EAI: $306.00, EY: 1.37%						
WALMART STORES INC (WMT)		392.000	78.690	18,061.04t	31,755.92	30,846.48
EAI: $736.96, EY: 2.39%						
Subtotal of Stocks				**2,355,074.40**		**3,868,954.79**
Core Account *0% of holdings*						
FIDELITY CASH RESERVES (FDRXX)	*7-day Yield: 0.01%*	19,428.220	1.000	not applicable	13,576.35	19,428.22