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## Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service► Do not enter Social Security numbers on this form as it may be made public.  
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For calendar year 2013 or tax year beginning

07/01, 2013, and ending

06/30, 2014

OPEN  
POSTMARK DATE MAR 26 2015

Name of foundation <b>DOREEN DOWNS MILLER FOUNDATION INC</b>		A Employer identification number <b>74-3116739</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR</b>		Room/suite	B Telephone number (see instructions) <b>(212) 440-0800</b>
City or town, state or province, country, and ZIP or foreign postal code <b>NEW YORK, NY 10005</b>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		Initial return of a former public charity Amended return Name change	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		<input checked="" type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>7,963,674.</b>		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<b>Part I Analysis of Revenue and Expenses</b> (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
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,287,587.	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B		
	3 Interest on savings and temporary cash investments	112.	112.
	4 Dividends and interest from securities	203,451.	203,451.
	5a Gross rents		
	b Net rental income or (loss)		
	6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	1,243,122.	
	7 Capital gain net income (from Part IV, line 2)		1,243,122.
	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)			
12 Total Add lines 1 through 11	2,734,272.	1,446,685.	0
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	
	14 Other employee salaries and wages		
	15 Pension plans, employee benefits		
	16a Legal fees (attach schedule)	900.	900.
	b Accounting fees (attach schedule)	26,146.	26,146.
	c Other professional fees (attach schedule)		
	17 Interest	35,768.	
	18 Taxes (attach schedule) (see instructions)		
	19 Depreciation (attach schedule) and depletion		
	20 Occupancy		
	21 Travel, conferences, and meetings		
	22 Printing and publications		
	23 Other expenses (attach schedule)	16,502.	600.
	24 Total operating and administrative expenses	79,316.	26,746.
Add lines 13 through 23	384,150.		16,802.
25 Contributions, gifts, grants paid	463,466.	26,746.	384,150.
26 Total expenses and disbursements Add lines 24 and 25			400,952.
27 Subtract line 26 from line 12	2,270,806.		
a Excess of revenue over expenses and disbursements		1,419,939.	
b Net investment income (if negative, enter -0-)			
c Adjusted net income (if negative, enter -0-)			0

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Assets	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
	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .		502,400.	273,938.	273,938.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable . . . . .				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b Investments - corporate stock (attach schedule) ATCH 7 . . . . .		2,544,911.	3,862,903.	4,747,107.
	c Investments - corporate bonds (attach schedule) ATCH 8 . . . . .		2,133,127.	2,077,704.	2,078,261.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans . . . . .				
	13 Investments - other (attach schedule) . . . . . ATCH 9 . . . . .		733,101.	875,000.	864,368.
	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) . . . . .		5,913,539.	7,089,545.	7,963,674.
Liabilities	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .				
	19 Deferred revenue . . . . .				
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21 Mortgages and other notes payable (attach schedule) . . . . .				
	22 Other liabilities (describe ► . . . . .)				
	23 Total liabilities (add lines 17 through 22) . . . . .		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, . . . . . ► <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds . . . . .		5,913,539.	7,089,545.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30 Total net assets or fund balances (see instructions) . . . . .		5,913,539.	7,089,545.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		5,913,539.	7,089,545.	

## 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	5,913,539.
2 Enter amount from Part I, line 27a . . . . .	2	2,270,806.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3 . . . . .	4	8,184,345.
5 Decreases not included in line 2 (itemize) ► ATCH 10 . . . . .	5	1,094,800.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	7,089,545.

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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)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>		
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</b>		<b>2</b>	<b>1,243,122.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	<b>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</b>		<b>3</b>	<b>0</b>	

**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	601,267.	6,123,153.	0.098196
2011	599,736.	6,139,838.	0.097679
2010	710,874.	6,571,428.	0.108176
2009	471,250.	6,040,197.	0.078019
2008	732,045.	5,902,089.	0.124032

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>0.506102</b>
<b>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</b>	<b>3</b>	<b>0.101220</b>
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>	<b>4</b>	<b>7,249,141.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>733,758.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>14,199.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>747,957.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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	<b>8</b>	<b>400,952.</b>

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	28,399.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
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	28,399.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .		5	28,399.
6	<b>Credits/Payments</b>			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	27,000.	
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	2,000.	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	29,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . .		8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	601.
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> ►	601.	Refunded	► 11

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1a			X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .		X
	<i>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</i>		
1c	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? . . .		X
	<i>If "Yes," attach a detailed description of the activities</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i> . . .		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .		N/A
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? . . .		X
	<i>If "Yes," attach the statement required by General Instruction T</i>		
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? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	NY, . . .		
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? <i>If "No," attach explanation</i> . . .		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)? <i>If "Yes," complete Part XIV</i> . . .		X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .		X

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

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► BCRS ASSOCIATES, LLC Located at ► 77 WATER STREET, 9TH FLOOR, NEW YORK, NY	Telephone no ► 212-440-0800 ZIP+4 ► 10005
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	
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 ►		

**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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? . . . . .		
1b	N/A	
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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
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? . . . . .		
4a	X	
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>			
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 11		0	0	0
-----				
-----				
-----				
-----				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0
-----				
-----				
-----				
-----				
-----				

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

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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		NONE
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		

**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

1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION	Expenses
2 501(C) (3) OF THE INTERNAL REVENUE CODE.	NONE
3 N/A	
4 N/A	

**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

1 NONE	Amount
-----	NONE
2	
-----	
All other program-related investments See instructions	
3 NONE	
-----	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

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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 6,983,923.
b	Average of monthly cash balances	1b 375,611.
c	Fair market value of all other assets (see instructions)	1c 0.
d	<b>Total</b> (add lines 1a, b, and c)	1d 7,359,534.
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 7,359,534.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 110,393.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 7,249,141.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 362,457.

**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	1 362,457.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 28,399.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 28,399.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 334,058.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 334,058.
6	Deduction from distributable amount (see instructions)	6
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 334,058.

**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 400,952.
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	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 400,952.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 400,952.

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 . . . . .				334,058.
2 Undistributed income, if any, as of the end of 2013			NONE	
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 ____,20 ____,20 ____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	437,430.			
b From 2009 . . . . .	170,336.			
c From 2010 . . . . .	385,045.			
d From 2011 . . . . .	305,470.			
e From 2012 . . . . .	318,797.			
f Total of lines 3a through e . . . . .	1,617,078.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 400,952.				
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				334,058.
e Remaining amount distributed out of corpus . . . . .	66,894.			
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	1,683,972.			
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 . . . . .			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	437,430.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	1,246,542.			
10 Analysis of line 9				
a Excess from 2009 . . . . .	170,336.			
b Excess from 2010 . . . . .	385,045.			
c Excess from 2011 . . . . .	305,470.			
d Excess from 2012 . . . . .	318,797.			
e Excess from 2013 . . . . .	66,894.			

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

NOT APPLICABLE

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	
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))

DOREEN D MILLER

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

N/A

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

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

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

ATCH 12

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

ANY FORMS

c Any submission deadlines

NONE

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

NONE

**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)				
<b>a Paid during the year</b>				
ATCH 13				
<b>Total . . . . .</b>			► 3a	384,150.
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	

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

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	112.	
4 Dividends and interest from securities			14	203, 451.	
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			18	1, 243, 122.	
8 Gain or (loss) from sales of assets other than inventory					
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)			18	1, 446, 685.	
13 Total. Add line 12, columns (b), (d), and (e)			13	1, 446, 685.	

(See worksheet in line 13 instructions to verify calculations )

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

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

**Part XVII 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
		1a(1)	X
a	Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash . . . . . (2) Other assets . . . . .	1a(2)	X
b	Other transactions (1) Sales of assets to a noncharitable exempt organization . . . . . (2) Purchases of assets from a noncharitable exempt organization . . . . . (3) Rental of facilities, equipment, or other assets . . . . . (4) Reimbursement arrangements . . . . . (5) Loans or loan guarantees . . . . . (6) Performance of services or membership or fundraising solicitations . . . . .	1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6)	X X X X X 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		

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

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.

Sign  
Here

▶ Drew Miller

32415

**PRESIDENT**

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JOHN D. COOK</b>	Preparer's signature 	Date <b>3/16/15</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01450182</b>
	Firm's name <b>► BCRS ASSOCIATES, LLC</b>	Firm's EIN ► <b>13-4078147</b>			
	Firm's address <b>► 77 WATER STREET, 9TH FLOOR NEW YORK, NY</b>	10005	Phone no	<b>212-440-0800</b>	

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**Form 990-PF (2013)**

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► 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](http://www.irs.gov/form990)

Name of the organization

DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number  
74-3116739**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	DOREEN D. MILLER C/O BCRS ASSOC; 77 WATER ST-9TH FL NEW YORK, NY 10005	\$ 1,101,600.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
2	DOREEN D. MILLER 2013 CLAT C/O BCRS ASSOC; 77 WATER ST-9TH FL NEW YORK, NY 10005	\$ 185,987.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	20,000 SHS MEDTRONIC INC. ----- ----- -----	\$ 1,101,600	10/16/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----

**Name of organization** DOBEEEN DOWNS MILLER FOUNDATION INC

**Employer identification number**

74-3116739

**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

See duplicate copies of Part I in additional space if necessary			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<b>(e) Transfer of gift</b>		
	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
	<b>(e) Transfer of gift</b>		
	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
	<b>(e) Transfer of gift</b>		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST INTEREST ON CREDIT BALANCE	2. 110.	2. 110.	2. 110.
TOTAL	<u>112.</u>	<u>112.</u>	<u>112.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS	195,168.	195,168.	
STCG DIVIDEND	8,283.	8,283.	
TOTAL	<u>203,451.</u>	<u>203,451.</u>	

FORM 990PF, PART I - LEGAL FEESATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SIMPSON THACHER & BARTLETT LLP	900.			900.
TOTALS		900.		900.

FORM 990PF, PART I - OTHER PROFESSIONAL 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>
INVESTMENT MGMT FEES	26,146.	26,146.	26,146.	
TOTALS	<u>26,146.</u>	<u>26,146.</u>	<u>26,146.</u>	

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
<b>FEDERAL TAXES:</b>				
-BAL DUE W/ EXT FYE 6/30/13		7,500.		
-BAL DUE W/ RETURN FYE 6/30/13		1,268.		
-4TH QTR EST PMT FYE 6/30/14		27,000.		
<b>TOTALS</b>		<b><u>35,768.</u></b>		

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
NYS FILING FEE	250.		250.
PUBLICATION FEE	140.		140.
CHARITABLE CONSULTING FEE	15,323.		15,323.
BANK CHARGES	600.		
CT CORPORATION FEE	189.		
TOTALS	<u>16,502.</u>	<u>600.</u>	<u>15,902.</u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION ATTACHED	2,544,911.	3,862,903.	4,747,107.
TOTALS	<u><u>2,544,911.</u></u>	<u><u>3,862,903.</u></u>	<u><u>4,747,107.</u></u>

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION ATTACHED	2,133,127.	2,077,704.	2,078,261.
TOTALS	<u>2,133,127.</u>	<u>2,077,704.</u>	<u>2,078,261.</u>

FORM 990PF, PART II - OTHER INVESTMENTSDESCRIPTIONBEGINNING  
BOOK VALUEENDING  
BOOK VALUEENDING  
FMV

SEE LONG POSITION ATTACHED

875,000.

864,368.

TOTALS

733,101.875,000.864,368.

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXCESS OF FMV OVER COST BASIS OF STOCK CONTRIBUTED TO THE FOUNDATION	1,094,800.
TOTAL	<u>1,094,800.</u>

DOREEN DOWNS MILLER FOUNDATION INC

74-3116739

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

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME						P or D	Date acquired	Date sold
Kind of Property		Description						
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			
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					74,516.	
1,132,078.		20,000 SHS MEDTRONIC INC PROPERTY TYPE: SECURITIES 6,800.				D	10/16/2013	10/25/2013
2,204.		SEE REALIZED GAIN LOSS SCHEDULE I ATTACH PROPERTY TYPE: SECURITIES				P	VAR	VAR
15,284.		SEE REALIZED GAIN LOSS SCHEDULE I ATTACH PROPERTY TYPE: SECURITIES				P	VAR	VAR
924,185.		SEE REALIZED GAIN LOSS SCHEDULE II ATTAC PROPERTY TYPE: SECURITIES 898,345.				P	VAR	VAR
TOTAL GAIN(LOSS) .....							<u>1,243,122.</u>	

JSA  
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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<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>
DOREEN D MILLER C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	DIRECTOR, PRESIDENT, TREASURER	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DOREEN D MILLER  
C/O BCRS LLC; 77 WATER STREET, 9FL  
NEW YORK, NY 10005

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

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE STATEMENT ATTACHED

PURPOSE OF GRANT OR CONTRIBUTION

SEE SCHEDULE ATTACHED

TOTAL CONTRIBUTIONS PAID

384,150

384,150

**DOREEN DOWNS MILLER FOUNDATION, INC.**

**74-3116739**

**SUPPLEMENTARY STATEMENTS**

**PART: XV**

**LINE: 2**

**SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

**DOREEN DOWNS MILLER FOUNDATION**  
**CHARITABLE CONTRIBUTIONS**  
**FYE 6/30/2014**  
**EIN: 74-3116739**

<b>DATE</b>	<b>CONTRIBUTION/CITY, STATE</b>	<b>AMOUNT</b>
7/1/2013	PLANNED PARENTHOOD OF NASSAU COUNTY (PPNC) HEMPSTEAD, NY	1,000.00
7/5/2013	THE EARLY YEARS INSTITUTE PLAINVIEW, NY	5,000.00
7/12/2013	HUMANE SOCIETY OF THE UNITED STATES WASHINGTON, DC	3,000.00
7/22/2013	WORLD WILDLIFE FUND WASHINGTON, DC	2,100.00
7/22/2013	NATIONAL WILDLIFE FEDERATION MERRIFIELD, VA	500.00
8/12/2013	CALIFORNIA PARENTING INSTITUTE SANTA ROSA, CA	175,000.00
8/23/2013	ADELPHIA UNIVERSITY GARDEN CITY, NY	30,000.00
9/17/2013	GIRLS INC OF LONG ISLAND DEER PARK, NY	2,500.00
10/11/2013	CAMPAIGN FOR COMMERCIAL FREE CHILDHOOD BOSTON, MA	30,000.00
11/21/2013	WNYC RADIO NEW YORK, NY	5,000.00
12/9/2013	GRAMERCY PARK BLOCK ASSOCIATION NEW YORK, NY	500.00
1/6/2014	CLASSICAL ACTION NEW YORK, NY	1,000.00
1/9/2014	GARRISON INSTITUTE GARRISON, NY	1,000.00
1/9/2014	FRIENDS ACADEMY ANNUAL FUND LOCUST VALLEY, NY	1,000.00

**DOREEN DOWNS MILLER FOUNDATION**  
**CHARITABLE CONTRIBUTIONS**  
**FYE 6/30/2014**  
**EIN: 74-3116739**

<b>DATE</b>	<b>CONTRIBUTION/CITY, STATE</b>	<b>AMOUNT</b>
1/10/2014	MIDDLE COUNTRY LIBRARY FOUNDATION CENTEREACH, NY	2,000.00
1/13/2014	DOCTORS WITHOUT BORDERS NEW YORK, NY	1,000.00
1/15/2014	ALLIANCE FOR CHILDHOOD COLLEGE PARK, MD	10,000.00
1/15/2014	GIRLS INC. OF LONG ISLAND DEER PARK, NY	2,500.00
1/21/2014	EMPIRE STATE COLLEGE FOUNDATION INC SARATOGA SPRINGS, NY	500.00
1/24/2014	WNET NEW YORK, NY	3,000.00
1/28/2014	RESEARCH INSTITUTE FOR WALDORF EDUCATION WILTON, NH	2,000.00
1/30/2014	NEW YORK UNIVERSITY NEW YORK, NY	2,500.00
2/19/2014	INTERNATIONAL ASSOCIATION OF NEAR DEATH STUDIES DURHAM, NC	1,250.00
3/6/2014	ENVIRONMENTAL ADVOCATES OF NEW YORK ALBANY, NY	500.00
3/10/2014	WORLD WILDLIFE FUND WASHINGTON, DC	2,500.00
4/10/2014	NATIONAL AUDOBON SOCIETY NEW YORK, NY	500.00
4/22/2014	AWSNA MINNEAPOLIS, MN	3,000.00
5/1/2014	NY ZERO TO THREE NETWORK NEW YORK, NY	5,000.00

**DOREEN DOWNS MILLER FOUNDATION**  
**CHARITABLE CONTRIBUTIONS**  
**FYE 6/30/2014**  
**EIN: 74-3116739**

<b>DATE</b>	<b>CONTRIBUTION/CITY, STATE</b>	<b>AMOUNT</b>
5/9/2014	JANE GOODALL INSTITUTE ARLINGTON, VA	500 00
5/16/2014	PLANTING FIELDS FOUNDATION OYSTER BAY, NY	300 00
5/21/2014	GARRISON INSTITUTE GARRISON, NY	10,000.00
5/21/2014	ADELPHIA UNIVIVERSITY GARDEN CITY, NY	30,000 00
5/21/2014	UNITED WAY OF LONG ISLAND DEER PARK, NY	17,000 00
5/30/2014	THE NATURE CONSERVANCY ARLINGTON, VA	500.00
6/7/2014	WASHINGTON UNIVERSITY IN ST LOUIS ST LOUIS, MO	32,000 00

**TOTAL CONTRIBUTIONS PAID \*** **\$384,150.00**

*\* ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE  
 FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE  
 CLASSIFIED UNDER SECTION 501 (c) (3) OF THE INTERNAL  
 REVENUE CODE.*

DOREEN DOWNS MILLER FOUNDATION INC  
FYE 6/30/2014  
JPM #5000 REALIZED GAIN LOSS SCHEDULE

Date	Description	Quantity	Market Cost/Proceeds USD	Cost Basis USD	Short Term Realized Gain Loss USD	Long Term Realized Gain Loss USD
7/3/2013	JPM TR MLT SC INCOME FD - SEL FUND 2130	553 678	5,570.00	5,503.56	0.00	66.44
8/1/2013	PIMCO EMERGING LOCAL BOND-P	985 51	9,618.58	10,880.03	(1,261.45)	0.00
8/5/2013	PRUDENTIAL TOTAL RETURN	389 501	5,605.00	5,856.69	(251.69)	0.00
8/12/2013	JPM INTREP EUR FD - SEL FUND 1232	501 713	11,639.74	11,517.00	122.74	0.00
8/12/2013	JPM STR INC OPP FUND 3044	1719 110	20,405.84	20,086.84	0.00	319.00
8/12/2013	JPM TR MLT SC INCOME FD - SEL FUND 2130	2713 96	27,492.41	26,770.86	0.00	721.55
8/12/2013	HARBOR HIGH YIELD BOND-INST	2597 945	28,629.35	28,630.59	0.00	(1.24)
8/12/2013	HARBOR CONVERTIBLE SEC-INST	1607 268	17,213.84	16,218.24	118.20	877.40
8/12/2013	PIMCO EMERGING MARKETS CORPORATE BOND FUND	1407 634	16,047.03	16,011.50	0.00	35.53
8/12/2013	CLEARBRIDGE EQUITY INC FD-1-CAP	668 873	11,711.97	11,217.00	494.97	0.00
8/12/2013	SIT DIVIDEND GROWTH FUND	1678 147	28,494.94	22,610.10	137.48	5,747.36
8/12/2013	PRUDENTIAL TOTAL RETURN	2208 271	31,004.12	32,311.32	(1,307.20)	0.00
8/12/2013	DOUBLELINE TOTAL RET	7143 246	78,504.27	79,852.82	0.00	(1,358.55)
8/12/2013	TORTOISE MLP & PIPELINE	1322 511	19,678.96	16,718.00	2,960.96	0.00
8/12/2013	RIDGEWORTH SEIX FLOATING	3710 438	33,505.26	32,803.31	0.00	701.95
8/12/2013	GATEWAY FUND	617 865	17,485.58	16,008.89	0.00	1,476.69
8/12/2013	NUVEEN GLOBAL INFRASTRUCT	1171 206	12,145.41	11,333.00	812.41	0.00
8/12/2013	MATTHEWS ASIA DIVIDEND	1496 517	23,480.35	20,737.83	153.50	2,569.02
8/12/2013	EATON VANCE FLOATING	4287 169	47,930.55	46,937.53	167.23	825.79
8/12/2013	TRP INST FLOATING RATE	3077 618	31,607.14	31,166.49	0.00	440.71
8/12/2013	BLACKROCK HIGH YIELD BOND	4823 728	39,168.67	37,487.90	333.02	1,347.75
8/12/2013	COHEN & STEERS PREFERRED SECURITIES AND INCOME	2549 135	33,291.70	31,832.63	(276.48)	1,735.55
8/12/2013	HSBC FDS TOTAL RETURN	2191 087	21,976.60	22,217.62	0.00	(241.02)
	<b>TOTAL</b>	<b>572,207.31</b>	<b>554,719.69</b>	<b>2,203.69</b>	<b>15,253.93</b>	

Date	Description	Quantity	Market Cost/Proceeds USD	Cost Basis USD	Short Term Realized Gain Loss USD
8/13/2013	DELAWARE EMERGING MARKETS-I	11,387.66	168,932.86	154,002.68	14,990.18
8/13/2013	EATON VANCE GLOBAL MACRO-I	10,288.41	98,665.87	99,679.41	(1,013.54)
8/13/2013	GATEWAY FUND-Y	3,769.13	106,628.74	104,034.24	2,594.50
8/13/2013	INV BALANCED-RISK ALLOC-Y	7,792.18	98,337.35	102,639.50	(4,302.15)
8/13/2013	ISHARES MSCI EAFE INDEX FUND	2,419.00	148,831.94	126,103.92	22,728.02
8/13/2013	PIMCO COMMODITYBL STRAT.P	18,755.44	201,353.17	208,487.63	(7,134.65)
8/13/2013	THE ARBITRAGE FUND-I	7,889.11	101,375.01	103,357.33	(1,962.22)
	<b>TOTAL</b>		<b>924,184.94</b>	<b>898,344.71</b>	<b>25,840.23</b>

**SCHEDULE D**  
(Form 1041)

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.  
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.  
► Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2013**

Name of estate or trust

DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

Note: Form 5227 filers need to complete only Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked . . . . .	926,389.	898,345.		28,044.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked . . . . .				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked . . . . .				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .			6 ( )	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . . ►			7	28,044.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked . . . . .	1,147,362.	6,800.		1,140,562.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked . . . . .				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked . . . . .				
LONG-TERM CAPITAL GAIN DIVIDENDS				74,516.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			12	
13 Capital gain distributions . . . . .			13	
14 Gain from Form 4797, Part I . . . . .			14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .			15 ( )	
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . . ►			16	1,215,078.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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PAGE 36

**Part III Summary of Parts I and II****Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss) . . . . .	17		28,044.
18 Net long-term gain or (loss)	18a		1,215,078.
a Total for year . . . . .	18b		
b Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	18c		
c 28% rate gain . . . . .	19		1,243,122.
19 Total net gain or (loss). Combine lines 17 and 18a. ►			

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

**Part IV Capital Loss Limitation**

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	20	( )
a The loss on line 19, column (3) or b \$3,000 . . . . .		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . . . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero. . . . .	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T). . . . .	23		
24 Add lines 22 and 23 . . . . .	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-. . . . . ►	25		
26 Subtract line 25 from line 24 If zero or less, enter -0- . . . . .	26		
27 Subtract line 26 from line 21 If zero or less, enter -0- . . . . .	27		
28 Enter the smaller of the amount on line 21 or \$2,450 . . . . .	28		
29 Enter the smaller of the amount on line 27 or line 28 . . . . .	29		
30 Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% . . . . . ►	30		
31 Enter the smaller of line 21 or line 26 . . . . .	31		
32 Subtract line 30 from line 26 . . . . .	32		
33 Enter the smaller of line 21 or \$11,950 . . . . .	33		
34 Add lines 27 and 30 . . . . .	34		
35 Subtract line 34 from line 33 If zero or less, enter -0- . . . . .	35		
36 Enter the smaller of line 32 or line 35 . . . . .	36		
37 Multiply line 36 by 15%. . . . . ►	37		
38 Enter the amount from line 31 . . . . .	38		
39 Add lines 30 and 36 . . . . .	39		
40 Subtract line 39 from line 38 If zero or less, enter -0- . . . . .	40		
41 Multiply line 40 by 20% . . . . . ►	41		
42 Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . .	42		
43 Add lines 37, 41, and 42 . . . . .	43		
44 Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . .	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . . ►	45		

Schedule D (Form 1041) 2013

Department of the Treasury  
Internal Revenue Service

►File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

DOREEN DOWNS MILLER FOUNDATION INC

**Social security number or taxpayer identification number**

74-3116739

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

**Part I** **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2

**Note.** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a. You are not required to report these transactions on Form 8949 (see instructions).

**You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.**

or one or more of the boxes, complete as many forms with the same box checked as you need

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(C) Short-term transactions not reported to you on Form 1099-B

**2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).

926, 389. 898, 345.

28, 044.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side )  
DOREEN DOWNS MILLER FOUNDATION INC

**Social security number or taxpayer identification number**

*Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.*

**Part II** Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1

**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box D, E, or F below. Check **only one box**. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)  
 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS  
 (F) Long-term transactions not reported to you on Form 1099-B

**2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

1,147,362. 6,800. 1,140,562

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

*J.P.Morgan*

DOREEN DOWNS MILLER FOUNDATION, INC.  
For the Period 6/1/14 to 6/30/14

## Equity Summary

## Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
<b>US Large Cap Equity</b>							
JPM EQ INC FD - SEL FUND 3128 4812C0-49-8 HLUE X	13.85	41,037.113	568,364.02	481,716.68	86,647.34	9,889.94	1.74%
						1,318.93	

J.P.Morgan

LONG POSITION PAGE 1 OF 6



## DOREEN DOWNS MILLER FOUNDATION, INC.

For the Period 6/1/14 to 6/30/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
<b>US Large Cap Equity</b>							
JPM LARGE CAP GRWTH FD - SEL FUND 3118 4812C0-53-0 SEEQ X	32.52	4,931.261	160,364.61	121,952.98		38,411.63	
NEUBERGER BER M/C OPR-INS 64122Q-30-9 NMUL X	16.02	47,464.117	760,375.15	521,299.56	239,075.59	5,126.12	0.67%
SIT DIVIDEND GROWTH FUND-I 82980D-70-7 SDVG X	18.69	35,482.085	663,160.17	523,223.33	139,936.84	9,012.44	1.36%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	195.72	1,279.000	250,325.88	225,568.28	24,757.60	4,577.54	1.83%
<b>Total US Large Cap Equity</b>			<b>\$2,402,589.83</b>	<b>\$1,873,760.83</b>	<b>\$528,829.00</b>	<b>\$28,606.04</b>	<b>1.19%</b>
						<b>\$1,318.93</b>	
<b>US Mid Cap Equity</b>							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 JH	143.08	4,613.000	660,028.04	494,554.95	165,473.09	8,128.10	1.23%
<b>EAFE Equity</b>							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	39.13	11,586.687	453,387.06	339,839.05	113,548.01	10,694.51	2.36%
OAKMARK INTERNATIONAL FD-I 413388-20-2 OAKI X	26.90	24,798.296	667,074.16	647,153.91	19,920.25	10,812.05	1.62%
<b>Total EAFE Equity</b>			<b>\$1,120,461.22</b>	<b>\$986,992.96</b>	<b>\$133,468.26</b>	<b>\$21,506.56</b>	<b>1.92%</b>

J.P.Morgan

*J.P.Morgan*

DOREEN DOWNS MILLER FOUNDATION, INC.  
For the Period 6/1/14 to 6/30/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
<b>Asia ex-Japan Equity</b>							
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MIPI X	16.28	13,746.490	223,792.86	218,292.34	5,500.52	6,680.79	2.99%
MATTHEWS PACIFIC TIGER FD-4S 577130-83-4 MIPT X	27.62	12,318.413	340,234.57	289,302.29	50,932.28	2,476.00	0.73%
<b>Total Asia ex-Japan Equity</b>			<b>\$564,027.43</b>	<b>\$507,594.63</b>	<b>\$56,432.80</b>	<b>\$9,156.79</b>	<b>1.63%</b>
<b>TOTAL EQUITY</b>							
			4,747,106.52	3,862,903.37			

J.P.Morgan



DOREEN DOWNS MILLER FOUNDATION, INC.  
For the Period 6/1/14 to 6/30/14

## Alternative Assets Summary

### Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
<b>Hedge Funds</b>				
JPM ACCESS MULTI-STRATEGY FUND II RIC ENDOWMENTS & FOUNDATIONS & OTHER - CASH DISTRIBUTION N/O Client HFGAPB-WG-9	16.55 5/30/14	52,227.699	864,368.42	875,000.00

J.P.Morgan



DOREEN DOWNS MILLER FOUNDATION, INC.

For the Period 6/1/14 to 6/30/14

US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258820-10-3	10.99	26,478.06	290,993.92	300,000.00	(9,006.08)	14,880.67	5.11%
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10.91	47,239.24	515,380.09	520,000.00	(4,619.91)	4,251.53	0.82%
PIMCO TOTAL RETURN FUND-INST 693390-70-0	10.97	20,095.83	220,451.20	230,000.00	(9,548.80)	4,682.32	2.12%
RIDGEWORTH SIX FLOATING-I 76628T-67-8	9.07	40,992.18	371,799.03	367,079.16	4,719.87	15,126.11	4.07%
BLACKROCK HIGH YIELD BOND 091929-63-8	8.44	44,766.11	377,825.97	358,545.19	19,280.78	21,756.32	5.76%
Total US Fixed Income		\$1,776,450.21	\$1,775,624.35	\$825.86	\$60,696.95	\$377.91	3.41%

J.P.Morgan

LONG POSITION PAGE 5 OF 6



## DOREEN DOWNS MILLER FOUNDATION, INC.

For the Period 6/1/14 to 6/30/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
<b>Foreign Exchange &amp; Non-USD Fixed Income</b>							
TEMPLETON GLOBAL BOND FD-AD 880208-40-0	13.31	22,675.49	301,810.71	302,079.16	(268.45)	10,952.25	3.63%
<b>TOTAL FIXED INCOME</b>			<b>2,078,260.92</b>	<b>2,077,703.51</b>			

J.P.Morgan

Form **8868**

(Rev. January 2014)

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-1709

► File a separate application for each return.  
► Information about Form 8868 and its Instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

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

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

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://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	Name of exempt organization or other filer, see instructions <b>DOREEN DOWNS MILLER FOUNDATION INC</b>	Employer identification number (EIN) or <b>74-3116739</b>
File by the due date for filing your return. See Instructions	Number, street, and room or suite no. If a P.O. box, see instructions <b>C/O BCRS ASSOCIATES, LLC; 77 WATER ST - 9TH FL</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>NEW YORK, NY 10005</b>	

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-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 ► **BCRS ASSOCIATES, LLC**

Telephone No. ► **212-440-0811** Fax No. ► **N/A**

- If the organization does not have an office or place of business in the United States, check this box  ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  . If this is for the whole group, check this box  ►  . If it is for part of the group, check this box  ►  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 16, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
►  calendar year 20  or

►  tax year beginning **JULY 1, 2013**, and ending **JUNE 30, 2014**.  
2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ <b>29,000.00</b>
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$ <b>27,000.00</b>
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 \$ <b>2,000.00</b>

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see Instructions <b>DOREEN DOWNS MILLER FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>74-3116739</b>
File by the due date for filing your return. See Instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10005</b>	

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 ► **BCRS ASSOCIATES, LLC**

Telephone No ► **212-440-0811** Fax No. ► **N/A**

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

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

4 I request an additional 3-month extension of time until **MAY 15**, 20 **15**  
 5 For calendar year , or other tax year beginning **JULY 1**, 20 **13**, and ending **JUNE 30**, 20 **14**.  
 6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period  
 7 State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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 \$ <b>29,000.00</b>
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 \$ <b>29,000.00</b>
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 \$ <b>0.00</b>

**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 ►

Title ► CPA

Date ► 02/13/2015

Form 8868 (Rev. 1-2014)