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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

Name of foundation EARL B. & LORAIN H. MILLER FOUNDATION		A Employer identification number 95-2500545
Number and street (or P.O. box number if mail is not delivered to street address) 192 MARINA DRIVE		B Telephone number (562) 493-4711
City or town, state or province, country, and ZIP or foreign postal code LONG BEACH, CA 90803		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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 type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 42,302,792. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		19.	19.		STATEMENT 1
4 Dividends and interest from securities		718,042.	718,042.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,922,757.			
b Gross sales price for all assets on line 6a		5,411,468.			
7 Capital gain net income (from Part IV, line 2)			1,922,757.		
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		150,553.	<10,657.>		STATEMENT 3
12 Total. Add lines 1 through 11		2,791,371.	2,630,161.		
13 Compensation of officers, directors, trustees, etc.		124,500.	7,781.		116,719.
14 Other employee salaries and wages		51,356.	3,210.		48,146.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		52,918.	43,700.		9,218.
c Other professional fees STMT 5		131,547.	131,547.		0.
17 Interest					
18 Taxes STMT 6		38,985.	25,851.		13,134.
19 Depreciation and depletion					
20 Occupancy		25,116.	1,570.		23,546.
21 Travel, conferences, and meetings		3,172.	0.		3,172.
22 Printing and publications		4,453.	278.		4,175.
23 Other expenses STMT 7		16,080.	681.		15,340.
24 Total operating and administrative expenses. Add lines 13 through 23		448,127.	214,618.		233,450.
25 Contributions, gifts, grants paid		3,413,650.			3,413,650.
26 Total expenses and disbursements. Add lines 24 and 25		3,861,777.	214,618.		3,647,100.
27 Subtract line 26 from line 12.		<1,070,406.>			
a Excess of revenue over expenses and disbursements			2,415,543.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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		357,787.	241,311.	241,311.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	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 STMT 8	31,346,482.	30,244,539.	38,299,819.	
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9	3,958,665.	4,106,678.	3,761,662.		
14	Land, buildings, and equipment basis ▶ 20,349.					
	Less: accumulated depreciation STMT 10 ▶ 20,349.					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	35,662,934.	34,592,528.	42,302,792.		
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 ▶ <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, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	35,662,934.	34,592,528.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	35,662,934.	34,592,528.			
31	Total liabilities and net assets/fund balances	35,662,934.	34,592,528.			

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	35,662,934.
2	Enter amount from Part I, line 27a	2	<1,070,406.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	34,592,528.
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	34,592,528.

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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 PUBLICLY TRADED SECURITIES				
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 5,056,538.		3,488,711.	1,567,827.
b 354,930.			354,930.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,567,827.
b			354,930.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,922,757.
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	3,619,030.	39,474,481.	.091680
2011	3,299,402.	39,085,020.	.084416
2010	2,443,948.	40,393,741.	.060503
2009	3,080,955.	38,432,048.	.080166
2008	2,633,506.	33,425,696.	.078787

2 Total of line 1, column (d)	2	.395552
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	.079110
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	40,457,842.
5 Multiply line 4 by line 3	5	3,200,620.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,155.
7 Add lines 5 and 6	7	3,224,775.
8 Enter qualifying distributions from Part XII, line 4	8	3,647,100.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	24,155.
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	24,155.
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	24,155.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	29,078.
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	29,078.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,923.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 4,923. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address EANDLMILLERFDN.COM	13	X	
14	The books are in care of WALTER M. FLORIE, JR. Telephone no (562) 493-4711 Located at 192 MARINA DRIVE, LONG BEACH, CA ZIP+4 90803			
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	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes <input 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	1b	X
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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" 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	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

X

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
SEE STATEMENT 11		124,500.	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

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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	36,782,356.
b	Average of monthly cash balances	1b	700,605.
c	Fair market value of all other assets	1c	3,590,990.
d	Total (add lines 1a, b, and c)	1d	41,073,951.
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	41,073,951.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	616,109.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,457,842.
6	Minimum investment return. Enter 5% of line 5	6	2,022,892.

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	2,022,892.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	24,155.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	24,155.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,998,737.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,998,737.
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	1,998,737.

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	3,647,100.
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	3,647,100.
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	24,155.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,622,945.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,998,737.
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	1,056,023.			
b From 2009	1,191,407.			
c From 2010	484,320.			
d From 2011	1,385,351.			
e From 2012	1,693,326.			
f Total of lines 3a through e	5,810,427.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 3,647,100.				
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				1,998,737.
e Remaining amount distributed out of corpus	1,648,363.			
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	7,458,790.			
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	1,056,023.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,402,767.			
10 Analysis of line 9.				
a Excess from 2009	1,191,407.			
b Excess from 2010	484,320.			
c Excess from 2011	1,385,351.			
d Excess from 2012	1,693,326.			
e Excess from 2013	1,648,363.			

N/A

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

(e) Total

(4) Gross investment income

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				
SEE ATTACHED SCHEDULE				3,413,650.
Total			3a	3,413,650.
b Approved for future payment				
NONE				
Total			3b	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FARMERS & MERCHANTS BANK	19.	19.	
TOTAL TO PART I, LINE 3	19.	19.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MUTUAL FUNDS & COMMON STOCKS	1,072,972.	354,930.	718,042.	718,042.	
TO PART I, LINE 4	1,072,972.	354,930.	718,042.	718,042.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SULLY-MILLER LAND - OTHER LOSS	<1,439.>	<1,439.>	
SULLY-MILLER LAND - ADJUST TO BOOK	1,039.	0.	
UBS TRUMBULL PROPERTY FUND - OTHER INCOME	35,977.	35,977.	
UBS TRUMBULL PROPERTY FUND - ADJUST TO BOOK	47,906.	0.	
TAP COMMODITY FUND - OTHER LOSS	<47,689.>	<47,689.>	
TAP COMMODITY FUND - ADJUST TO BOOK	112,219.	0.	
MISCELLANEOUS INCOME	46.	0.	
DEUTSCHE INVT MGMT AMERICAS CLASS ACTION SETTLEMENT SCUDDER INTL EQUIT	2,494.	2,494.	
TOTAL TO FORM 990-PF, PART I, LINE 11	150,553.	<10,657.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	52,918.	43,700.		9,218.
TO FORM 990-PF, PG 1, LN 16B	52,918.	43,700.		9,218.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	106,351.	106,351.		0.
CUSTODIAN FEES	25,196.	25,196.		0.
TO FORM 990-PF, PG 1, LN 16C	131,547.	131,547.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	14,010.	876.		13,134.
FEDERAL EXCISE TAX	23,000.	23,000.		0.
FOREIGN TAXES WITHHELD ON DIVIDENDS	1,975.	1,975.		0.
TO FORM 990-PF, PG 1, LN 18	38,985.	25,851.		13,134.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE AND FAX	3,731.	233.		3,498.	
POSTAGE	1,090.	68.		1,022.	
DUES AND SUBSCRIPTIONS	725.	45.		680.	
INSURANCE	5,352.	335.		5,017.	
MEALS	2,253.	0.		2,253.	
MISC CHARITABLE EXPENSES	298.	0.		298.	
COMPUTER EXPENSE	69.	0.		69.	
TABLES & EVENTS	1,980.	0.		1,980.	
PENALTIES	59.	0.		0.	
TAX AND FILING FEES	523.	0.		523.	
TO FORM 990-PF, PG 1, LN 23	16,080.	681.		15,340.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SECURITIES (SEE ATTACHED SCHEDULE)	6,156,163.	9,570,878.		
PIMCO TOTAL RETURN MUTUAL FUND	4,159,680.	4,243,274.		
PIMCO ALL ASSETS FUND	2,913,008.	2,744,602.		
PIMCO REAL RETURN FUND	1,836,494.	1,958,304.		
EUROPACIFIC GROWTH FUND	5,153,430.	7,860,020.		
DFA EMERGING MARKETS	2,129,615.	1,973,169.		
VANGUARD EXTENDED MARKET	1,403,709.	2,187,255.		
DODGE & COX INCOME FUND	4,333,859.	4,444,958.		
TOUCHSTONE SANDS CAPITAL INSTL GROWTH FUND	2,158,581.	3,317,359.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,244,539.	38,299,819.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SULLY MILLER LAND CO	COST	587,784.	43,447.	
UBS TRUMBULL PROPERTY FUND	COST	2,129,339.	2,286,041.	
TAP COMMODITY BUILDER FUND, LLC - CLASS A1	COST	1,389,555.	1,432,174.	
TOTAL TO FORM 990-PF, PART II, LINE 13		4,106,678.	3,761,662.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WALTERS OFFICE FURNITURE	10,774.	10,774.	0.
PAMS OFFICE FURNITURE	9,575.	9,575.	0.
TOTAL TO FM 990-PF, PART II, LN 14	20,349.	20,349.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WALTER M. FLORIE, JR. 192 MARINA DRIVE LONG BEACH, CA 90803	PRESIDENT 40.00	124,500.	0.	0.
WARREN R. SCHULTEN 192 MARINA DRIVE LONG BEACH, CA 90803	VICE PRESIDENT 1.00	0.	0.	0.
MARGARET FARWELL SMITH 192 MARINA DRIVE LONG BEACH, CA 90803	SECRETARY 1.00	0.	0.	0.
JEANNE KARATSU 192 MARINA DRIVE LONG BEACH, CA 90803	TREASURER 1.00	0.	0.	0.
RON R. ARIAS 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0.	0.
DR. NANCY KIMBER 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0.	0.
RANDY MIZER 192 MARINA DRIVE LONG BEACH, CA 90803	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		124,500.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WALTER M. FLORIE, JR, 192 MARINA DRIVE, LONG BEACH, CA 90803

TELEPHONE NUMBER

562-493-4711

FORM AND CONTENT OF APPLICATIONS

LETTER OF PROPOSAL, NOT EXCEEDING THREE PAGES, INCLUDING THE FOLLOWING: DESCRIPTION OF ORGANIZATION'S HISTORY, GOALS AND OBJECTIVES, AND CURRENT LONG BEACH PROGRAMS. APPLICANTS MUST ALSO INCLUDE THE AMOUNT OF REQUEST AND THE TOTAL OVERALL COST. APPLICANTS MUST DESCRIBE HOW THE REQUEST COMPLIMENTS THE MILLER FOUNDATION'S GOALS. FINALLY, APPLICANTS MUST PROVIDE EVIDENCE OF TAX-EXEMPT, NONPROFIT STATUS; MOST RECENT YEAR-END AND INTERIM FINANCIAL STATEMENTS; AND, A COPY OF THE CURRENT STRATEGIC OR BUSINESS PLAN AND BUDGET.

ANY SUBMISSION DEADLINES

BEFORE 6/30 YEAR END

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE QUALIFIED DOMESTIC CHARITY BENEFITTING THE GREATER LONG BEACH AREA. DRIVER MODEL IS HEALTH CARE FOR THE WHOLE CHILD WHICH INCLUDES EDUCATION, FAMILY AND CHILD DEVELOPMENT, MORAL CITIZENSHIP, AND THE ARTS.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
4	WALTERS OFFICE FURNITURE	101504SL		7.00	16	10,774.			10,774.	10,774.		0.
5	PAMS OFFICE FURNITURE	101504SL		7.00	16	9,575.			9,575.	9,575.		0.
	* TOTAL 990-PF PG 1 DEPR					20,349.		0.	20,349.	20,349.	0.	0.

2013 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - EARL B. & LORRAINE H. MILLER FOUNDATION

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Depuction
4	WALTERS OFFICE FURNITURE	101504SL		7.00	16	10,774.			10,774.	10,774.		0.
5	PAMS OFFICE FURNITURE	101504SL		7.00	16	9,575.			9,575.	9,575.		0.
	* TOTAL 990-PF PG 1 DEPR					20,349.		0.	20,349.	20,349.	0.	0.

THE EARL B. AND LORRAINE H. MILLER FOUNDATION
GRANTS AND CONTRIBUTIONS
FYE 6/30/14

RECIPIENT NAME & ADDRESS	STATUS	PURPOSE	AMOUNT
HEALTH CARE			
AMERICAN RED CROSS 3150 E. 29TH ST. LONG BEACH, CA 90806	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	2,500
ASSISTANCE LEAGUE OF LONG BEACH 6220 E. SPRING STREET LONG BEACH, CA 90815-0664	EXEMPT	ORTHODONTIC PROGRAM PROGRAM SUPPORT - TRUSTEE DIRECTED	30,000
CALIFORNIA AQUATIC THERAPY AND WELLNESS CENTER 6801 LONG BEACH BLVD LONG BEACH, CA 90805-1113	EXEMPT	GENERAL SUPPORT FOR WATER AQUATIC THERAPY AND SWIM LESSONS	27,000
CHILDREN'S DENTAL HEALTH CLINIC 455 EAST COLUMBIA STREET LONG BEACH, CA 90806	EXEMPT	PEDIATRIC DENTAL PROGRAM PROGRAM SUPPORT - MISCELLANEOUS - FOR NEW COMPUTER SERVER	100,000
THE CHILDREN'S CLINIC 2790 ATLANTIC AVENUE LONG BEACH, CA 90806	EXEMPT	PROGRAM SUPPORT - SOCIAL SERVICES DEPARTMENT, COMMUNITY PARTNERS COUNCIL, HEALTH EDUCATION AND OUTREACH PROGRAM, AND HEALTHCARE DELIVERY FOR THE UNINSURED	160,000
CITY OF HOPE 1055 WILSHIRE BLVD., SUITE 1200 LOS ANGELES, CA 90017	EXEMPT	PROGRAM SUPPORT - MISCELLANEOUS	5,000
DREAM CATCHER PO BOX 11993 MARINA DEL REY, CA 90295	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	5,000
FOR THE CHILD 4565 CALIFORNIA AVENUE LONG BEACH, CA 90807-1507	EXEMPT	PROGRAM SUPPORT - THERAPEUTIC SERVICES & OPERATING SUPPORT PROGRAM SUPPORT - TRUSTEE DIRECTED PROGRAM MISCELLANEOUS - CIRCLE OF FRIENDS	83,000
THE GUIDANCE CENTER 4335 ATLANTIC AVENUE LONG BEACH, CA 90807-2803	EXEMPT	MENTAL HEALTH SERVICES PROGRAM SUPPORT - MISCELLANEOUS	77,500
LONG BEACH ALLIANCE FOR CHILDREN WITH ASTHMA 2651 ELM STREET, SUITE 100 LONG BEACH, CA 90806	EXEMPT	ASTHMA PROGRAM SUPPORT	34,000
MEMORIAL MEDICAL CENTER FOUNDATION PO BOX 1428 LONG BEACH, CA 90801-1428	EXEMPT	CHILDREN'S HOSPITAL EXPANSION (MULTI-YEAR GRANT) RESEARCH ASSOC., ENDOWMENT, TODD CANCER INSTITUTE (MULTI-YEAR GRANTS) PROGRAM SUPPORT - MISCELLANEOUS PROGRAM SUPPORT - STRAMSKI CHILDREN'S DEVELOPMENT CENTER PROGRAM SUPPORT - TRUSTEE DIRECTED	1,238,250
MILLER FAMILY HEALTH EDUCATION CENTER 2525 GRAND AVENUE LONG BEACH, CA 90815	EXEMPT	PROGRAM SUPPORT - HEALTH EDUCATION	80,000
NATIONAL FEDERATION OF THE BLIND ILLINOIS 433 ASLAND AVENUE, PO BOX 1065 ELGIN, IL 60123	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
NEW GENERATIONS, INC 2053 CHESTNUT AVENUE	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000

LONG BEACH, CA 90806					
PRETTY GOOD CAT 5661 E CORSO DI NAPOLI LONG BEACH, CA 90803	EXEMPT	CARE OF ANIMALS PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000		
PROVIDENCE TRINITY CARE HOSPICE 2601 AIRPORT DRIVE, SUITE 230 TORRANCE, CA 90505	EXEMPT	TRINITY KIDS CARE PROGRAM SUPPORT	25,000		
RONALD MCDONALD HOUSE CHARITIES OF SO CAL 6919 W BERWYN CHICAGO, IL 90815	EXEMPT	PROGRAM SUPPORT - CAPITAL CAMPAIGN (MULTI-YEAR GRANT) PROGRAM SUPPORT - TRUSTEE DIRECTED FOR CHILDREN'S WALK	146,000		
ST BALDRICK'S FOUNDATION	EXEMPT	PROGRAM SUPPORT - MISCELLANEOUS	500		
ST MARY MEDICAL CENTER FOUNDATION 1050 LINDEN AVENUE LONG BEACH, CA 90813	EXEMPT	SCHOOL FOR VISION SCREENING PROGRAM SUPPORT - MISCELLANEOUS	28,500		
		HEALTH CARE TOTAL	2,045,250		
EDUCATION					
AQUARIUM OF THE PACIFIC 320 GOLDEN SHORE, SUITE 150 LONG BEACH, CA 90802-4200	EXEMPT	MILLER FDN GRANT RENEWAL OF PACIFIC CIRCLE MEMBERSHIP PROGRAM SUPPORT - TRUSTEE DIRECTED PROGRAM SUPPORT - MISCELLANEOUS	55,000		
BLAST - BETTER LEARNING AFTER SCHOOL 737 PINE AVENUE, SUITE 201 LONG BEACH, CA 90813	EXEMPT	AFTER SCHOOL EDUCATIONAL PROGRAM	45,000		
CALIFORNIA STATE UNIVERSITY LONG BEACH 1250 BELLFLOWER BOULEVARD LONG BEACH, CA 90840	EXEMPT	YOUNG SCIENTIST CAMP FOR SUMMER SCIENCE CAMP JENNY OKROPEZA MEMORIAL SCHOLARSHIP	20,000		
CHILDREN'S MARITIME FOUNDATION 4647 LAKEVIEW AVENUE, SUITE 109E YORBA LINDA, CA 92886	EXEMPT	GENERAL PROGRAM SUPPORT - AMERICAN PRIDE - OFFICIAL TALLSHIP OF LONG BEACH	35,000		
CHILDREN TODAY 1301 W 12 STREET, PO BOX 16004 90806 LONG BEACH, CA 90813	EXEMPT	GENERAL PROGRAM SUPPORT - THE PLAY HOUSE WEST PRESCHOOL FACILITY FOR FAMILIES EXPERIENCING HOMELESSNESS	25,000		
EARL B MILLER JAPANESE GARDEN 1250 BELLFLOWER BLVD LONG BEACH, CA 90840-0004	EXEMPT	LANDSCAPE PRESERVATION AND SUSTAINABILITY PROGRAM SUPPORT - TRUSTEE DIRECTED	36,000		
FRIENDS OF MCAULIFFE 3409 CERRITOS AVENUE LOS ALAMITOS, CA 90720	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	2,700		
INTERNATIONAL CITY THEATRE ONE WORLD TRADE CENTER, SUITE 300 LONG BEACH, CA 90832-2069	EXEMPT	PERFORMING ARTS AND CLASSROOM TEACHING	50,000		
LONG BEACH PRECIOUS LAMB PRESCHOOL 2005 PALO VERDE AVENUE, PMB 301 LONG BEACH, CA 90832-2069	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	3,000		
LONG BEACH PUBLIC LIBRARY FOUNDATION 101 PACIFIC AVE LONG BEACH, CA 90822-1003	EXEMPT	PROGRAM SUPPORT - DICTIONARY DAY PROGRAM SUPPORT - CAMBODIAN BOOKS PROGRAM SUPPORT - TRUSTEE DIRECTED	34,350		

LONG BEACH SYMPHONY 110 W OCEAN BLVD, SUITE 22 LONG BEACH, CA 90802	EXEMPT	PROGRAM SUPPORT - GRAPE EXPECTATIONS GALA ELEMENTARY ENSEMBLE PROGRAM & FAMILY CONCERT PROGRAM SUPPORT - TRUSTEE DIRECTED PROGRAM SUPPORT - MISCELLANEOUS	91,500
L B NONPROFIT PARTNERSHIP 4900 E CONANT, BUILDING O LONG BEACH, CA 90808	EXEMPT	CORE SERVICES PROGRAM AND NON-PROFIT LEADERSHIP INSTITUTE FOR EMERGING NON-PROFIT LEADERS PROGRAM SUPPORT - ENGINEERS OF GROWTH PROGRAM SUPPORT - MISCELLANEOUS	42,000
LOS ALAMITOS SCHOOL DISTRICT EDUCATION FOUNDATION PO BOX 1210 LOS ALAMITOS, CA 90720	EXEMPT	SCHOLARSHIPS FOR AFTER SCHOOL ENRICHMENT PROGRAMS PROGRAM SUPPORT - TRUSTEE DIRECTED	5,300
RANCHO LOS ALAMITOS FOUNDATION 6400 BIXBY HILL ROAD LONG BEACH, CA 90815-4706	EXEMPT	PROGRAM SUPPORT - TEACHERS RESOURCE PACKET (MULTI YEAR GRANT) PROGRAM SUPPORT - MISCELLANEOUS	52,500
RANCHOS LOS CERRITOS FOUNDATION 4600 VIRGINIA ROAD LONG BEACH, CA 90807-1916	EXEMPT	VISITORS EDUCATION CENTER	40,000
OPERATION JUMP START 3515 LINDEN AVENUE LONG BEACH, CA 90807	EXEMPT	PROGRAM SUPPORT-OPERATING EXP FOR STUDENTS TO GO TO COLLEGE	35,000
		EDUCATION TOTAL	572,350
THE ARTS			
ARTS COUNCIL FOR LONG BEACH DBA PUBLIC CORPORATION FOR THE ARTS 110 PINE AVENUE, SUITE 1100 LONG BEACH, CA 90802	EXEMPT	EYE ON DESIGN	55,000
DRAMATIC RESULTS 3310 LIME AVENUE SIGNAL HILL, CA 90755	EXEMPT	WRITE-ON ARTS PROGRAM SUPPORT - MISCELLANEOUS	41,500
LONG BEACH CITY COLLEGE 4901 E CARSON STREET LONG BEACH, CA 90808	EXEMPT	B E S T ARTS CONFERENCE PROGRAM SUPPORT - MISCELLANEOUS	32,500
LONG BEACH JUNIOR CONCERT BAND 545 ROSE AVENUE LONG BEACH CA 90802	EXEMPT	PROGRAM SUPPORT - FOR REPAIR AND OPERATIONS OF THE BANK PROGRAM SUPPORT - TRUSTEE DIRECTED	23,000
LONG BEACH MUSEUM OF ART 2100 EAST OCEAN BLVD LONG BEACH CA 90803	EXEMPT	PROGRAM SUPPORT - KIDS VISIONS PROGRAM SUPPORT - MISCELLANEOUS	75,000
LONG BEACH PLAYHOUSE THEATRES 5021 E ANAHEIM STREET LONG BEACH, CA 90804	EXEMPT		25,000
TRITON VOCAL ART BOOSTERS 700 AVENIDA PICO SAN CLEMENTE, CA 92673-5681	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000
		ARTS TOTAL	253,000
MORAL CITIZENSHIP			
BONDI MINISTRIES	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	1,000

PO BOX 459 SAN JUAN CAPISTRANO, CA 92693					
CALIFORNIA CONFERENCE FOR EQUALITY AND JUSTICE 444 WEST OCEAN BOULEVARD, SUITE 940 LONG BEACH, CA 90802	EXEMPT	PROGRAM SUPPORT - BUILDING BRIDGES YOUTH CAMP PROGRAM SUPPORT - MISCELLANEOUS	40,500		
FOOD FINDERS 3434 ATLANTIC AVE LONG BEACH, CA 90807	EXEMPT	FOOD RESCUE PROGRAM SUPPORT PROGRAM SUPPORT - TRUSTEE DIRECTED	21,000		
LEADERSHIP LONG BEACH 3939 ATLANTIC AVENUE, SUITE 201 LONG BEACH, CA 90807	EXEMPT	LB YOUTH LEADERSHIP PROGRAM	50,000		
LONG BEACH BAR FOUNDATION 3515 LINDEN AVENUE LONG BEACH, CA 90807	EXEMPT	SHORT STOP PROGRAM	25,000		
LONG BEACH AREA CHAMBER OF COMMERCE 1 WORLD TRADE CENTER, #206 LONG BEACH, CA 90831	EXEMPT	PROGRAM SUPPORT - MISCELLANEOUS	8,000		
LONG BEACH FIREFIGHTERS MEMORIAL ASSOCIATION 3333 E. SPRING STREET, SUITE 222 LONG BEACH, CA 90806	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	2,000		
LONG BEACH POLICE DEPARTMENT 400 WEST BROADWAY LONG BEACH, CA 90802	EXEMPT	BOXING AND JUMP PROGRAM	15,000		
ST LUKE'S EPISCOPAL CHURCH 525 E. 7TH STREET, PO BOX 20038 LONG BEACH, CA 90801	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	5,000		
MEMORIAL MEDICAL CENTER FDN 2801 ATLANTIC AVE, PO BOX 1428 LONG BEACH, CA 90801-1428	EXEMPT	PARTNERSHIP IN EXCELLENCE	10,000		
		MORAL CITIZENSHIP TOTAL	177,500		
FAMILY/CHILD DEVELOPMENT					
ACCORD COMMUNITY FIRST 400 OCEAN GATE, SUITE 510 LONG BEACH, CA 90802	EXEMPT	FOR GENERAL EXPENSES PROGRAM SUPPORT - TRUSTEE DIRECTED	2,000		
ACTION SPORTS KIDS (ASK) FOUNDATION 6245 E. GOLDEN SANDS DRIVE LONG BEACH, CA 90803	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	5,000		
BOYS & GIRLS CLUBS OF LONG BEACH 3635 LONG BEACH BLVD LONG BEACH CA 90807-4018	EXEMPT	GENERAL OPERATING SUPPORT	50,000		
BOY SCOUTS OF AMERICA 401 E. 37TH STREET, PO BOX 7338 LONG BEACH, CA 90807-0338	EXEMPT	SCOUT REACH PROGRAM	50,000		
CAMPFIRE USA 7070 EAST CARSON ST LONG BEACH, CA 90808-2353	EXEMPT	CAMP SHIWAKA (MULTI-YEAR GRANT) PROGRAM SUPPORT	35,000		
CENTRO CHA	EXEMPT	PROGRAM SUPPORT - TRUSTEE DIRECTED	2,000		

727 PINE AVENUE, 2ND FLOOR LONG BEACH, CA 90813	EXEMPT	STAND FOR CHILDREN PROGRAM SUPPORT - TRUSTEE DIRECTED	2,000
LONG BEACH CARES 2525 GRAND AVENUE LONG BEACH, CA 90815			
LONG BEACH DAY NURSERY 1548 CHESTNUT AVE LONG BEACH CA 90813	EXEMPT	STEPPING STONES PROGRAM	40,000
LONG BEACH UNITY FESTIVAL/OUR COMMUNITY WORKS 3553 ATLANTIC AVENUE LONG BEACH, CA 90807	EXEMP	EXPENSES FOR THE LB UNITY FESTIVAL	20,000
NEW HOPE GRIEF SUPPORT COMMUNITY 3443 SAN ANSELME AVENUE LONG BEACH, CA 90808-2729	EXEMPT	SCHOLARSHIPS FOR GRIEF CAMP FOR KIDS	30,000
PATHWAYS VOLUNTEER HOSPICE 3701 MICHELSON STREET LAKEWOOD, CA 90712	EXEMPT	GENERAL PROGRAM SUPPORT - GRIEF COUNSELING	26,500
YMCA OF GREATER LONG BEACH 525 E 7TH STREET LONG BEACH CA 90813	EXEMPT	S A F E & RENAISSANCE PROGRAM YOUTH INSTITUTE COMMUNITY DEVELOPMENT FAIRFIELD FAMILY PROGRAM SUPPORT - TRUSTEE DIRECTED PROGRAM SUPPORT - MISCELLANEOUS	101,050
UNITED CAMBODIAN COMMUNITY 2201 E ANAHEIM LONG BEACH CA 90804	EXEMPT	STUDENT WORK STUDY PROGRAM SUPPORT - TRUSTEE DIRECTED	2,000
		FAMILY/CHILD DEVELOPMENT TOTAL	365,550
GRANT & CONTRIBUTION TOTAL			3,413,650