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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation THE MILES FOUNDATION, INC.		A Employer identification number 75-2739180
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (817) 420-9914
2821 WEST 7TH STREET		
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76107		
G Check all that apply	Initial return ☐ Final return ☐ Address change ☐	C If exemption application is pending, check here ☐
	Initial return of a former public charity ☐ Amended return ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation	☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 46,916,488.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	528,562.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	60,964.	60,964.		ATCH 1
	4 Dividends and interest from securities	165,276.	165,276.		ATCH 2
	5a Gross rents	1,741.	1,741.		
	b Net rental income or (loss) \$1,741.				
	6a Net gain or (loss) from sale of assets not on line 10	2,676,350.			
	b Gross sales price for all assets on line 6a 20,112,887.				
	7 Capital gain net income (from Part IV, line 2)		2,674,939.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3	6,835,311.	6,837,474.			
12 Total. Add lines 1 through 11	10,268,204.	9,740,394.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	251,373.	47,679.		203,694.
	14 Other employee salaries and wages	172,327.	27,997.		144,330.
	15 Pension plans, employee benefits	115,195.	16,249.		98,946.
	16a Legal fees (attach schedule) ATCH 4	56,372.	53,575.		2,797.
	b Accounting fees (attach schedule) ATCH 5	64,053.	11,669.		52,384.
	c Other professional fees (attach schedule) [6]	401,358.	348,283.		53,076.
	17 Interest	22,715.	22,715.		
	18 Taxes (attach schedule) (see instructions) [7]	993,333.	324,223.		
	19 Depreciation (attach schedule) and depletion	17,113.	807,872.		
	20 Occupancy	59,086.	14,772.		44,314.
	21 Travel, conferences, and meetings	31,985.	2,083.		29,902.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	1,184,594.	1,130,856.		53,738.
	24 Total operating and administrative expenses. Add lines 13 through 23.	3,369,504.	2,807,973.		683,181.
	25 Contributions, gifts, grants paid	1,911,103.			1,911,103.
26 Total expenses and disbursements Add lines 24 and 25	5,280,607.	2,807,973.	0	2,594,284.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,987,597.				
b Net investment income (if negative, enter -0-)		6,932,421.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		5,880,715.	1,061,280.	1,061,280.
	2	Savings and temporary cash investments		802,772.	1,267,433.	1,273,734.
	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 ▶ ATCH 9		2,100,000.	4,274,426.	4,274,426.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) [10]		378,454.	467,677.	467,291.
	b	Investments - corporate stock (attach schedule) ATCH 11		9,522,249.	12,239,294.	12,338,132.
	c	Investments - corporate bonds (attach schedule) ATCH 12		696,718.	740,133.	737,262.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ 3,885,000.			
		Less accumulated depreciation ▶ ATCH 20		3,155,911.	3,885,000.	3,885,000.
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 13		9,638,997.	13,245,283.	22,823,019.
14		Land, buildings, and equipment basis ▶ 117,678.				
		Less accumulated depreciation ▶ ATCH 21		73,457.	56,344.	56,344.
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		32,249,273.	37,236,870.	46,916,488.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒					
	check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		32,249,273.	37,236,870.	
30	Total net assets or fund balances (see instructions)		32,249,273.	37,236,870.		
31	Total liabilities and net assets/fund balances (see instructions)		32,249,273.	37,236,870.		

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	32,249,273.
2	Enter amount from Part I, line 27a	2	4,987,597.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	37,236,870.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,236,870.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,674,939.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	347,653.	

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))
2013	2,106,200.	39,041,576.	0.053948
2012	1,655,356.	36,330,521.	0.045564
2011	1,537,401.	29,806,796.	0.051579
2010	1,397,727.	27,098,428.	0.051580
2009	1,445,027.	20,945,190.	0.068991
2 Total of line 1, column (d)			2 0.271662
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.054332
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 47,338,803.
5 Multiply line 4 by line 3			5 2,572,012.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 69,324.
7 Add lines 5 and 6			7 2,641,336.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,594,284.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	138,648.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	138,648.
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	138,648.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	178,463.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	60,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	238,463.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	99,815.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 99,815. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH, TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	ATCH 14	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	ATCH 24	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	N/A	13	X	
14	The books are in care of ▶	GRANT COATES	Telephone no ▶	817-420-9914	
	Located at ▶	2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX	ZIP+4 ▶	76107	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ▶	☐ Yes ☒ 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)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 2014 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 2014)	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 2014?	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		251,373.	48,618.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		172,328.	34,163.	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 17		176,172.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 HISTORICAL PRESERVATION OF WORLD WAR II MEMORABILIA	25,700.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	11,275,569.
b	Average of monthly cash balances	1b	5,745,340.
c	Fair market value of all other assets (see instructions).	1c	31,038,789.
d	Total (add lines 1a, b, and c)	1d	48,059,698.
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	48,059,698.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	720,895.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,338,803.
6	Minimum investment return. Enter 5% of line 5	6	2,366,940.

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	2,366,940.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	138,648.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	138,648.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,228,292.
4	Recoveries of amounts treated as qualifying distributions	4	36,000.
5	Add lines 3 and 4	5	2,264,292.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,264,292.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,594,284.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,594,284.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,594,284.

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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Page **9****Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,264,292.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,917,942.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,594,284.				
a Applied to 2013, but not more than line 2a			1,917,942.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)	676,342.			
d Applied to 2014 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014. (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	676,342.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				2,264,292.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	676,342.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Form **990-PF** (2014)

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

NOT APPLICABLE

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) |
|---|--|---------------|------------|

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

- 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

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . .

- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .

- C "Support" alternative test - enter**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization. . . .

- (4) Gross investment income .

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

- ### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

JAY MCCALL, 2821 W. 7TH ST., STE 200, FORT WORTH, TX 76107 *(817) 420-9914 EXT. 106

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

SEE ATTACHMENT 22

- c Any submission deadlines:**

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

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

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

SEE ATTACHMENT 23

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

Recipient 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 <i>Paid during the year</i> ATCH 18				
Total			▶ 3a	1,911,103.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	60,964.	
4 Dividends and interest from securities			14	165,276.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	1,741.	
6 Net rental income or (loss) from personal property .					
7 Other investment income			15	6,752,381.	
8 Gain or (loss) from sales of assets other than inventory			18	2,676,350.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 19 _____		4,063.		78,867.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		4,063.		9,735,579.	
13 Total. Add line 12, columns (b), (d), and (e)					9,739,642.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

OMB No 1545-0047

2014

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

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

Name of the organization

THE MILES FOUNDATION, INC.

Employer identification number

75-2739180

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$5,000 or more during the year ▶ \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization THE MILES FOUNDATION, INC.

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	\$ 206,534.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	\$ 322,028.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

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

JSA

Name of organization THE MILES FOUNDATION, INC.

Employer identification number

75-2739180

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
17112887.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 15320626.				P	VAR 1,792,261.	VAR
3,000,000.		LAND PROPERTY TYPE: REAL ESTATE 2,115,911.				D	VAR 884,089.	12/18/2014
		FLOW-THROUGH PARTNERSHIP INVESTMENTS PROPERTY TYPE: SECURITIES 1,411.				P	VAR -1,411.	VAR
TOTAL GAIN(LOSS)							<u>2,674,939.</u>	

THE MILES FOUNDATION, INC

75-2739180

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK ACCOUNT INTEREST	60,964.	60,964.
TOTAL	<u>60,964.</u>	<u>60,964.</u>

THE MILES FOUNDATION, INC.

75-2739180

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS PORTFOLIO INT. & DIV.	3,783.	3,783.
MERRILL LYNCH PORTFOLIO INT & DIV.	151,750.	151,750.
RW BAIRD PORTFOLIO INT & DIV.	9,743.	9,743.
TOTAL	<u>165,276.</u>	<u>165,276.</u>

THE MILES FOUNDATION, INC.

75-2739180

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OIL & GAS ROYALTIES	6,752,381.	6,752,381.
FLOW-THROUGH PARTNERSHIP INCOME	-229,852.	-191,678.
INTEREST ON NOTE RECEIVABLE	271,291.	271,291.
GRANT RECOVERY	36,000.	
OTHER INCOME	5,491.	5,480.
TOTALS	<u>6,835,311.</u>	<u>6,837,474.</u>

THE MILES FOUNDATION, INC

75-2739180

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	56,372.	53,575.		2,797.
TOTALS	<u>56,372.</u>	<u>53,575.</u>		<u>2,797.</u>

THE MILES FOUNDATION, INC.

75-2739180

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	64,053.	11,669.		52,384.
TOTALS	<u>64,053.</u>	<u>11,669.</u>		<u>52,384.</u>

THE MILES FOUNDATION, INC

75-2739180

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
HUMAN RESOURCES	9,693.	4,537.	5,156.
TECHNOLOGY SERVICES	9,645.	23.	9,623.
PR/COMMUNICATIONS CONSULTING	38,297.		38,297.
REAL PROPERTY INVESTMENT	54,500.	54,500.	
ADVISORY FEES			
OTHER INVESTMENT ADVISORY FEES	289,223.	289,223.	
TOTALS	<u>401,358.</u>	<u>348,283.</u>	<u>53,076.</u>

THE MILES FOUNDATION, INC

75-2739180

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INCOME & EXCISE TAXES	668,910.	
REAL ESTATE TAXES	320,081.	320,081.
STATE TAXES	200.	
FOREIGN TAXES	4,142.	4,142.
TOTALS	<u>993,333.</u>	<u>324,223.</u>

THE MILES FOUNDATION, INC

75-2739180

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
DATA PROCESSING	14,121.	2,836.	11,285.
OFFICE EXPENSES	6,424.	1,383.	5,041.
DUES & MEMBERSHIPS	3,262.	362.	2,900.
INSURANCE	10,557.	7,277.	3,280.
BANK CHARGES	163.	163.	
LICENSES/PERMITS	740.	730.	10.
HISTORICAL PRESERVATION PROJECT	25,700.		25,700.
INVESTMENT EXPENSE	172,397.	170,665.	1,732.
MISCELLANEOUS	7,403.	3,613.	3,790.
OIL & GAS ROYALTY EXPENSES	943,827.	943,827.	
TOTALS	<u>1,184,594.</u>	<u>1,130,856.</u>	<u>53,738.</u>

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

BORROWER:	ORGAN TRANSPORT SYSTEMS, INC.	
ORIGINAL AMOUNT:	500,000.	
INTEREST RATE:	13.500000	
DATE OF NOTE:	06/11/2012	
MATURITY DATE:	06/11/2015	
REPAYMENT TERMS:	MONTHLY INTEREST PAYMENTS UNTIL MATURITY	
SECURITY PROVIDED:	INTELLECTUAL PROPERTY	
PURPOSE OF LOAN:	INVESTMENT	
BEGINNING BALANCE DUE		1,200,000.
ENDING BALANCE DUE		<u>1,583,881.</u>
ENDING FAIR MARKET VALUE		<u>1,583,881.</u>
BORROWER:	OAKS OF ARGYLE, LP	
ORIGINAL AMOUNT:	900,000.	
INTEREST RATE:	16.000000	
DATE OF NOTE:	04/01/2013	
MATURITY DATE:	04/01/2018	
REPAYMENT TERMS:	INTEREST ONLY - PAYMENTS DEFERRED 12 MONTHS	
SECURITY PROVIDED:	2ND LIEN POSITION	
PURPOSE OF LOAN:	PURCHASE OF LAND & DEVELOPMENT OF A RESIDENTIAL HOUSING SUBVISION	
BEGINNING BALANCE DUE		900,000.
ENDING BALANCE DUE		<u>700,000.</u>
ENDING FAIR MARKET VALUE		<u>700,000.</u>

ATTACHMENT 9 (CONT'D)

BORROWER: BELTERRA
ORIGINAL AMOUNT: 5,000,000.
INTEREST RATE: 15.000000
DATE OF NOTE: 08/01/2014
MATURITY DATE: 07/31/2017
REPAYMENT TERMS: INTEREST ONLY - PAYMENTS DEFERRED 12 MONTHS
SECURITY PROVIDED: PERSONAL GUARANTEE FROM PRINCIPALS
PURPOSE OF LOAN: WORKING CAPITAL LOAN

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 500,000.

ENDING FAIR MARKET VALUE 500,000.

BORROWER: NORTON AUTO GROUP
ORIGINAL AMOUNT: 500,000.
INTEREST RATE: 9.000000
DATE OF NOTE: 09/25/2014
MATURITY DATE: 09/25/2019
REPAYMENT TERMS: INTEREST ONLY UNTIL YEAR 4, REPAYMENT OVER YRS. 4 AND 5
SECURITY PROVIDED: PROPERTY WITH A TOTAL VALUE OF AT LEAST 150%
PURPOSE OF LOAN: PURCHASE INVENTORY

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 500,000.

ENDING FAIR MARKET VALUE 500,000.

ATTACHMENT 9 (CONT'D)

BORROWER: GO WEST LLC
ORIGINAL AMOUNT: 500,000.
INTEREST RATE: 10.000000
DATE OF NOTE: 01/24/2014
MATURITY DATE: 01/24/2017
REPAYMENT TERMS: MONTHLY PAYMENTS AMORTIZED OVER 3 YEARS
SECURITY PROVIDED: EQUIPMENT AND INVENTORY
PURPOSE OF LOAN: ACQUISITION OF NEW COMPANY

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 361,983.

ENDING FAIR MARKET VALUE 361,983.

BORROWER: U.S. TRINITY CONTRACTORS, LLC
ORIGINAL AMOUNT: 352,000.
INTEREST RATE: 6.000000
DATE OF NOTE: 01/13/2012
MATURITY DATE: 02/01/2017
REPAYMENT TERMS: MONTHLY PAYMENTS AMORTIZED OVER 10 YEARS
SECURITY PROVIDED: LAND, IMPROVEMENTS, & PERSONAL GUARANTEE
PURPOSE OF LOAN: PURCHASED LAND AND BUILDING

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 322,028.

ENDING FAIR MARKET VALUE 322,028.

ATTACHMENT 9 (CONT'D)

BORROWER: BRADLEY BIOPIC, LLC
ORIGINAL AMOUNT: 100,000.
INTEREST RATE: 15.000000
DATE OF NOTE: 12/17/2014
MATURITY DATE: 12/17/2016
REPAYMENT TERMS: INTEREST ONLY - PAYMENTS DEFERRED 12 MONTHS
SECURITY PROVIDED: OWN RIGHTS TO FILM. SECURED BY COPYRIGHT MORTGAGE
PURPOSE OF LOAN: PRODUCE FILM ABOUT BRADLEY SNIDER

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 100,000.

ENDING FAIR MARKET VALUE 100,000.

BORROWER: GO VISION
ORIGINAL AMOUNT: 400,000.
INTEREST RATE: 8.000000
DATE OF NOTE: 04/29/2011
MATURITY DATE: 04/10/2017
REPAYMENT TERMS: MONTHLY PAYMENTS AMORTIZED OVER 5 YEARS
SECURITY PROVIDED: EQUIPMENT AND CERTAIN PAYABLES
PURPOSE OF LOAN: WORKING CAPITAL

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 206,534.

ENDING FAIR MARKET VALUE 206,534.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 2,100,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 4,274,426.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 4,274,426.

THE MILES FOUNDATION, INC.

75-2739180

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

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH EQUITY PORTFOLIO (SEE DETAIL ATTACHED - ATCH 10A)	378,454.	467,677.	467,291.
US OBLIGATIONS TOTAL	<u>378,454.</u>	<u>467,677.</u>	<u>467,291.</u>

	COST	FMV
GOVERNMENT OBLIGATIONS:		
GOVERNMENT AND AGENCY SECURITIES FROM ATTACHMENT 10A, PAGE 1	28,990.44	28,997.69
GOVERNMENT AND SECURITIES FROM ATTACHMENT 10A, PAGE 3	438,686.65	438,293.32
	-----	-----
TOTALS	467,677.09	467,291.01

ATTACHMENT 12FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH BOND FUNDS (SEE DETAIL ATTACHED - ATCH 11A)	696,718.	740,133.	737,262.
TOTALS	<u>696,718.</u>	<u>740,133.</u>	<u>737,262.</u>

CORPORATE BONDS:	COST	FMV
MERRILL LYNCH BOND FUNDS FROM ATTACHMENT 11A, PAGE 1	88,989.74	88,818.41
MERRILL LYNCH BOND FUNDS FROM ATTACHMENT 11A, PAGE 16	651,143.06	648,443.89
TOTALS	<u>740,132.80</u>	<u>737,262.30</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OIL & GAS ROYALTY INTERESTS OH	355,016.	355,016.	337,691.
OIL & GAS ROYALTY INTERESTS TX	5,385,812.	5,419,938.	14,673,600.
OIL & GAS NET PROFITS INTEREST		1.	341,400.
RCP CENTRAL EXPWY OFFICE, LTD	205,444.	176,813.	176,813.
RCP ARGYLE 114 LTD	187,557.	167,175.	167,175.
VALQUEST CAMP BOWIE LP	12,851.	661.	661.
VALQUEST CAMP BOWIE 2 LP	26,386.	4,115.	4,115.
CAMP BOWIE PARTNERS	33,068.	5,429.	5,429.
VALQUEST PRINCETON 55 LP	138,590.	146,319.	146,319.
VALQUEST CONROE MARINAS LP	159,753.	163,927.	163,927.
SILVER TREE REALTY FUND II LP	323,332.	297,954.	297,954.
2912 W 6TH LLC		209,134.	209,134.
DOS RIOS PARTNERS, LP		521,752.	521,752.
KOC GRAN VIA BRIDGEWOOD INVESTORS, LP		500,000.	500,000.
PRP OXFORD CARROLLTON, LLC		486,438.	486,438.
WTB HOLDING COMPANY LLC		1,977,423.	1,977,423.
HEARTLAND CAPITAL CORP.	58,188.	58,188.	58,188.
HEARTLAND MILES INVESTMENTS	2,603,000.	2,603,000.	2,603,000.
LIFE PARTNERS, INC.	150,000.	152,000.	152,000.
TOTALS	<u>9,638,997.</u>	<u>13,245,283.</u>	<u>22,823,019.</u>

FORM 990PF - PART VII-A - CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN
THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	20-6189386
MILES PRODUCTION LP 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362
HEARTLAND MILES INVESTMENTS 545 E. JOHN CARPENTER FRWY #300 IRVING, TX 75062	45-2502580
HEARTLAND CAPITAL FUNDING, LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	N/A Disregarded Entity of The Miles Fdn.
MILES PRODUCTION MANAGMENT LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362
MILES HILLTOP LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	75-1044362
HEARTLAND VENTURES LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	N/A
TRIO VENTURES, INC. 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	38-3941436

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

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
HEARTLAND CAPITAL FUNDING, LLC 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	N/A	CAPITAL INVESTMENTS	500,000

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 14

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

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
THE ELLISON MILES PRODUCTION CO. TRUST 2821 WEST 7TH STREET, SUITE 200 FORT WORTH, TX 76107	20-6189386	GRANT RECEIVED	528,562

ATTACHMENT 14

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SHERRY A WILSON 2821 WEST 7TH STREET 200 FORT WORTH, TX 76107	DIRECTOR 40.00	72,008	19,364.	0
JACK L BURDETT 2821 WEST 7TH STREET 200 FORT WORTH, TX 76107	CHAIRMAN 40 00	72,008	15,035	0
C GRANT COATES 2821 WEST 7TH STREET 200 FORT WORTH, TX 76107	CEO/DIRECTOR 30.00	107,357	14,219	0
	GRAND TOTALS	<u>251,373</u>	<u>48,618</u>	<u>0</u>

THE MILES FOUNDATION, INC.

75-2739180

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

ATTACHMENT 16

<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>
JAY MCCALL 2821 WEST 7TH ST., SUITE 200 FORT WORTH, TX 76107	DIRECTOR OF PROGRAMS 40.00	116,334.	27,371.	0
LAURA MCCOY 2821 WEST 7TH ST., SUITE 200 FORT WORTH, TX 76107	ADMINISTRATIVE ASSISTANT 40.00	55,994.	6,792.	0
	TOTAL COMPENSATION	<u>172,328.</u>	<u>34,163.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MICHAEL BALL REALTY COMPANY 513 MAIN ST. #201 FORT WORTH, TX 76102	REAL ESTATE CONSULTING	54,500.
MCR CAPITAL ADVISORS 13601 PRESTON ROAD, SUITE 417W DALLAS, TX 75240	CFO CONSULTING	65,305.
REDINGTON SOLUTIONS 6510 ABRAMS ROAD, SUITE 407 DALLAS, TX 75231	MARKETING/HISTORICAL PRESERV.	56,367.
TOTAL COMPENSATION		<u>176,172.</u>

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ACTS HOUSING 1145 N ST MILWAUKEE, WI 53205	NONE PC	SOCIAL SERVICES	1,000
ARGYLE PTA P O BOX 978 ARGYLE, TX 76226	NONE PC	TEACHER GRANT	500
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE STE 300 AUSTIN, TX 78751	NONE PC	MILITARY APPRECIATION	60,000
AVANCE-DALLAS INC 2060 SINGLETON BLVD , STE 103 DALLAS, TX 75212	NONE PC	PARENT ENGAGEMENT	12,500
BEN HOGAN FOUNDATION P O BOX 121518 FORT WORTH TX 76121	NONE PC	MILITARY APPRECIATION	60,000
BOTANICAL RESEARCH INSTITUTE OF TEXAS 1700 N UNIVERSITY DRIVE FORT WORTH, TX 76107	NONE PC	EARLY CHILDHOOD EDUCATION	25,000

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BOYS & GIRLS CLUBS OF GREATER FORT WORTH 3218 E BELKNAP ST FORT WORTH, TX 76111	NONE PC	YOUTH MENTORING	10,000
BRIDGEPORT EDUCATION FOUNDATION 2107 15TH STREET BRIDGEPORT, TX 76426	NONE PC	TEACHER GRANT	20,000
CAMP FIRE FIRST TEXAS 2700 MEACHAM BLVD FORT WORTH, TX 76137	NONE PC	EARLY CHILDHOOD EDUCATION	54,998
CASSATA HIGH SCHOOL 1400 HEMPHILL STREET FORT WORTH, TX 76104	NONE PC	GENERAL SUPPORT FOR EDUCATION	35,000
CATHOLIC CHARITIES FORT WORTH P O BOX 15610 FORT WORTH, TX 76119	NONE PC	POVERTY PREVENTION	5,000
CENTER FOR NONPROFIT MANAGEMENT 2902 FLOYD DALLAS, TX 75204	NONE PC	GENERAL SUPPORT FOR OUTCOMES & OUTCOMES INSTITUTE	25,750

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CENTRAL CHRISTIAN CHURCH 1602 SOUTH MAIN WEATHERFORD, TX 76086	NONE PC	MEALS ON WHEELS PROGRAM	5,000
CHILDREN AT RISK 3625 N HALL STREET, SUITE 760 DALLAS, TX 75219	NONE PC	EDUCATION STUDY	20,000
COMMUNITIES FOUNDATION OF TEXAS, INC 5500 CARUTH HAVEN LANE AT CENTRAL EXPRESSWAY DALLAS, TX 75225	NONE PC	NORTH TEXAS GIVING DAY	10,000
COMMUNITIES IN SCHOOLS OF GREATER TARRANT COUNTY 5707 BRENTWOOD STAIR RD , STE 510 FORT WORTH, TX 76112	NONE PC	DROPOUT PREVENTION	60,000
COMMUNITY FOUNDATION OF NORTH TEXAS 306 W 7TH STREET, SUITE 1045 FORT WORTH, TX 76102	NONE PC	TOOLBOX GRANT FOR EARLY CHILDHOOD EDUCATION	25,000
COMMUNITY FOUNDATION OF NORTH TEXAS 306 W 7TH STREET, SUITE 1045 FORT WORTH, TX 76102	NONE PC	COMMUNITY FUND	100,000

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COVENANT CLASSICAL SCHOOL 1701 WIND STAR WAY FORT WORTH, TX 76108	NONE PC	STUDENT WORK DAY	1,000
CROSSROADS YOUTH MINISTRIES OF PARKER COUNTY 1925 FORT WORTH HWY , STE 103 WEATHERFORD, TX 76087	NONE PC	YOUTH MENTORING	2,000
DAWG FOUNDATION 13410 MAXWELL RD CYPRESS, TX 77429	NONE PC	MILITARY APPRECIATION	5,000
DECATUR ISD 501 EAST COLLINS DECATUR, TX 76234	NONE GOV	STEM PROJECT	205,000
DENTON PUBLIC SCHOOL FOUNDATION 1307 N LOCUST DENTON, TX 76201	NONE PC	1B PROGRAM	20,000
DPAS ASSIST THE OFFICER FOUNDATION 1412 GRIFFIN STREET DALLAS, TX 75215	NONE PC	GENERAL SUPPORT	1,250

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
DREAM OUTSIDE THE BOX 1619 PENNSYLVANIA AVE FORT WORTH, TX 76104	NONE PC	YOUTH MENTORING	25,000
EAST FORT WORTH MONTESSORI SCHOOL INC 501 OAKLAND BLVD FORT WORTH, TX 76103	NONE PC	EARLY CHILDHOOD EDUCATION	4,750
EDUCATIONAL FIRST STEPS 2100 CIRCLE DRIVE, SUITE 300 FORT WORTH, TX 76119	NONE PC	EARLY CHILDHOOD EDUCATION	10,000
FORT WORTH LIBRARY 500 W 3RD STREET FORT WORTH, TX 76102	NONE PC	EARLY CHILDHOOD EDUCATION	4,830
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY STREET FORT WORTH, TX 76107	NONE PC	SUMMER STEM ACADEMY	25,000
FORT WORTH REGIONAL SCIENCE AND ENGINEERING FAIR P O BOX 6125 FORT WORTH, TX 76115	NONE PC	STEM SCIENCE FAIR	12,000

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GEORGE W BUSH FOUNDATION P O BOX 600610 DALLAS, TX 75360	NONE PC	LEADERSHIP PROGRAM	200,000
IMPOSSIBLE POSSIBILITIES P O BOX 470906 FORT WORTH, TX 76147	NONE PC	READING PROGRAM	10,000
JEWEL CHARITY 5020 COLLINWOOD AVE , STE 400 FORT WORTH, TX 76107	NONE PC	CHILDRENS MEDICAL	2,500
JUNIOR ACHIEVEMENT OF THE CHISHOLM TRAIL, INC 6300 RIDGLEA PLACE, SUITE 400 FORT WORTH, TX 76116	NONE PC	FINANCIAL LITERACY	33,000
LD DALLAS DBA LEMONADE DAY DALLAS 8214 WESTCHESTER DR , SUITE 650 DALLAS, TX 75225	NONE PC	FINANCIAL LITERACY	20,000
LENA POPE HOME 3200 SANGUINET STREET FORT WORTH, TX 76107	NONE PC	EARLY CHILDHOOD EDUCATION	20,000

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LIBERTY ISD EDUCATION FOUNDATION 1600 GRAND AVE LIBERTY, TX 77575	NONE PC	TEACHER GRANT	25,000
LOVE COUNTY HEALTH CENTER FOUNDATION 2408 MELVIN DOUGLAS RD MARIETTA, OK 73448	NONE PC	FOOD BANK	2,000
MANNA STOREHOUSE INC P O BOX 9 WEATHERFORD, TX 76086	NONE PC	FOOD BANK	5,000
MEXICAN AMERICAN COLLEGE EDUCATION FUND P O BOX 471752 FORT WORTH, TX 76147	NONE PC	SCHOLARSHIP PROGRAM	9,500
NATIONAL MATH + SCIENCE INITIATIVE 8350 N CENTRAL EXPRESSWAY, SUITE M-2200 DALLAS, TX 75206	NONE PC	STEM	25,000
NATIONAL MUSEUM OF THE MIGHTY EIGHTH AIR FORCE P O BOX 1992 SAVANNAH, GA 31410	NONE PC	MILITARY APPRECIATION	10,000

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PARKER COUNTY COMMITTEE ON AGING INC 1225 HOLLAND LAKE DR WEATHERFORD, TX 76086	NONE PC	MEALS ON WHEELS PROGRAM	2,000
REAL SCHOOL GARDENS 5520 CONNECTICUT AVE NW, SUITE 200 WASHINGTON, DC 20015	NONE PC	STEM	35,000
RECOVERY RESOURCE COUNCIL 2700 AIRPORT FREEWAY FORT WORTH, TX 76111	NONE PC	CHILD COUNSELING	30,000
RIDGLEA PRESBYTERIAN CHURCH 6201 CAMP BOWIE FORT WORTH, TX 76116	NONE PC	GENERAL SUPPORT	1,000
SNOWBALL EXPRESS 611 S MAIN STREET, SUITE 400 GRAPEVINE, TX 76051	NONE PC	MILITARY APPRECIATION	2,000
SONS OF THE FLAG 8750 N CENTRAL EXPRESSWAY SUITE 510 DALLAS, TX 75231	NONE PC	MILITARY APPRECIATION	5,500

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 - (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SOUTHWESTERN EXPOSITION AND LIVESTOCK SHOW P O BOX 150 FORT WORTH, TX 75101	NONE PC	SCHOLARSHIP PROGRAM	1,000
SPECIAL OLYMPICS MONTANA, INC P O BOX 3507 GREAT FALLS, MT 59403	NONE PC	SPECIAL EDUCATION	2,150
STAR SPONSORSHIP PROGRAM, INC 316 BAILEY, SUITE 109 FORT WORTH, TX 76107	NONE PC	SCHOLARSHIP PROGRAM	20,000
TEACH FOR AMERICA INC 600 N PEARL, 2300 DALLAS, TX 75201	NONE PC	TEACHER APPRECIATION	850
TEAM RUBICON 1030 W HILLCREST BLVD INGLEWOOD, CA 90301	NONE PC	DISASTER RELIEF	3,000
TEXAS CHRISTIAN UNIVERSITY 2800 S UNIVERSITY DRIVE FORT WORTH TX 76109	NONE PC	GENERAL SUPPORT	1,000

ATTACHMENT 18

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THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE CONCILIO 400 S ZANG BLVD , SUITE 300 DALLAS, TX 75208	NONE PC	EARLY CHILDHOOD EDUCATION	5,000
THE CURE STARTS NOW INC 10280 CHESTER RD CINCINNATI, OH 45215	NONE PC	MEDICAL RESEARCH	4,000
THE DALLAS FOUNDATION 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219	NONE PC	EARLY CHILDHOOD EDUCATION	20,000
THE LADDER ALLIANCE 1000 BONNIE BRAE, SUITE 200 FORT WORTH, TX 76110	NONE PC	FINANCIAL LITERACY	2,500
THE PARENTING CENTER 2928 WEST 5TH STREET FORT WORTH, TX 76107	NONE PC	EARLY CHILDHOOD EDUCATION	9,625
THE PHILANTHROPY ROUNDTABLE 1730 M STREET, NW SUITE 601 WASHINGTON, DC 20036	NONE PC	GENERAL SUPPORT	11,400

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNITED COMMUNITY CENTERS, INC 1200 E MADDOX AVENUE FORT WORTH, TX 76104	NONE PC	READING PROGRAM	25,000
UNITED WAY OF TARRANT COUNTY 1500 N MAIN STREET, SUITE 200 FORT WORTH, TX 76164	NONE PC	EDUCATION	35,000
UT DALLAS SCHOOL OF NATURAL SCIENCES & MATHEMATICS 800 WEST CAMPBELL ROAD FN 32 RICHARDSON, TX 75080	NONE PC	GEOLOGICAL LAB	250,000
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390	NONE GOV	GENERAL FUND	200 000
VETERANS NATIONAL EDUCATION PROGRAM P O BOX 354 NEWTOWN SQUARE, PA 19073	NONE PC	MILITARY APPRECIATION	25,000
YOUNG LIFE P O BOX 520 COLORADO SPRINGS, CO 80901	NONE PC	YOUTH MENTORING	2,500

THE MILES FOUNDATION, INC

75-2739180

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
YWCA FORT WORTH & TARRANT COUNTY 512 W 4TH STREET FORT WORTH, TX 76102	NONE PC	EARLY CHILDHOOD EDUCATION	10,000

TOTAL CONTRIBUTIONS PAID 1,911,103

THE MILES FOUNDATION, INC

75-2739180

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME	531390	4,063.	16	-233,915	
INTEREST ON NOTE RECEIVABLE			14	271,291	
GRANT RECOVERY			01	36,000	
OTHER INCOME			01	5,491	
TOTALS		<u>4,063</u>		<u>78,867</u>	

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 20

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

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TUCKER RANCH LAND	2,115,911	0	0
LAND - WR BOYD BLK 1 LOT 3R	410,000	410,000	410,000
LAND - WR BOYD BLK 1 LOT 5	630,000	630,000	630,000
2930 BLEDSOE	0	2,845,000	2,845,000
TOTALS	<u>3,155,911</u>	<u>3,885,000</u>	<u>3,885,000</u>

ATTACHMENT 20

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 21

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

<u>DESCRIPTION</u>	<u>COST OR OTHER BASIS</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
COMPUTER EQUIPMENT	47,215	21,917	25,298
FURNITURE & FIXTURES	70,463	39,417	31,046
TOTALS	<u>117,678</u>	<u>61,334</u>	<u>56,344</u>

ATTACHMENT 21

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 23

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

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

ATTACHMENT 23

THE MILES FOUNDATION, INC.

75-2739180

ATTACHMENT 24

FORM 990PF - PART VII-A, LINE 12 - DISTRIBUTION TO A DONOR ADVISED FUND

THE MILES FOUNDATION, INC. MADE A DISTRIBUTION TO THE COMMUNITY FOUNDATION OF NORTH TEXAS TO ESTABLISH THE SHERRY A. WILSON CHARITABLE FUND OVER WHICH SHERRY A. WILSON, BOARD OF DIRECTORS MEMBER OF THE FOUNDATION, AND GRANT COATES, CEO OF THE FOUNDATION, HAVE ADVISORY PRIVILEGES. THE DAF IS A COMPONENT FUND OF THE COMMUNITY FOUNDATION OF NORTH TEXAS, A PUBLICLY SUPPORTED PUBLIC CHARITY. DISTRIBUTIONS FROM THE DAF SUPPORT 170(C)(2)(B) PURPOSES, INCLUDING EARLY CHILDHOOD EDUCATION.

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

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

Identification Number: 75-2739180

Tax Year End: 12/31/2014

Pursuant to Code Sec. 4942(h)(2) and Reg. §53.4942(a)-3(d)(2), The Miles Foundation elects to treat \$676,342 of current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as coming from corpus.

Officer Signature, Title

Date