



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

FEB 1, 2014

and ending

JAN 31, 2015

Name of foundation

THE ALAN AND JILL MILLER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

57 CROSBY BROWN ROAD

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

GLADWYNE, PA 19035-1512

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☒

Name change

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 12,963,742.

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

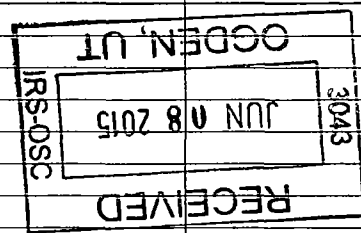
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	232,732.	232,732.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	54,934.			
	b	Gross sales price for all assets on line 6a	54,934.			
	7	Capital gain net income (from Part IV, line 2)		54,934.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit or (loss)					
11	Other income					
12	Total. Add lines 1 through 11	287,666.	287,666.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees	9,399.	0.		0.
	b	Accounting fees	6,000.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes	1,822.	1,822.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	210.	0.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	17,431.	1,822.		0.
	25	Contributions, gifts, grants paid	446,531.			446,531.
26	Total expenses and disbursements. Add lines 24 and 25	463,962.	1,822.		446,531.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	<176,296.>				
b	Net investment income (if negative, enter -0-)		285,844.			
c	Adjusted net income (if negative, enter -0-)			N/A		



SCANNED JUN 09 2015

9/7/18

5

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	1,630,008.	1,895,150.	1,895,150.
	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 6	7,606,078.	8,773,485.	8,773,485.
	c Investments - corporate bonds STMT 7	1,841,635.	1,989,886.	1,989,886.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	287,874.	305,221.	305,221.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,365,595.	12,963,742.	12,963,742.
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,365,595.	12,963,742.	
Net Assets or Fund Balances	30 Total net assets or fund balances	11,365,595.	12,963,742.	
	31 Total liabilities and net assets/fund balances	11,365,595.	12,963,742.	

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 11,365,595.
2 Enter amount from Part I, line 27a	2 <176,296.>
3 Other increases not included in line 2 (itemize) ▶ ASSET VALUATION	3 1,774,443.
4 Add lines 1, 2, and 3	4 12,963,742.
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 12,963,742.

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 CAPITAL GAINS DIVIDENDS				
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 54,934.			54,934.	
b				
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			54,934.	
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	54,934.
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))
2013	578,527.	11,117,843.	.052036
2012	450,883.	10,190,069.	.044247
2011	573,712.	9,924,976.	.057805
2010	281,736.	9,246,671.	.030469
2009	179,860.	8,062,576.	.022308

2 Total of line 1, column (d)	2	.206865
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	.041373
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	11,889,734.
5 Multiply line 4 by line 3	5	491,914.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,858.
7 Add lines 5 and 6	7	494,772.
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	446,531.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	5,717.
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	5,717.
4	Substitute 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	5,717.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	8,591.
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	8,591.
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	2,874.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ Refunded ☐	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. ☐ \$ 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?		
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) ☐ <u>DE, PA</u>		
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

N/A

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?	13	X	

Website address ► N/A

14 The books are in care of ► ALAN B. MILLER Telephone no. ► 610-768-3300
 Located at ► 57 CROSBY BROWN ROAD, GLADWYNE, PA ZIP+4 ► 19035-1512

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 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? Yes No
 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 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)? N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? N/A	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? ☐ Yes ☒ No		
If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
► _____, _____, _____		
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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2014)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,452,736.
b	Average of monthly cash balances	1b	1,618,060.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,070,796.
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	12,070,796.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	181,062.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,889,734.
6	Minimum investment return. Enter 5% of line 5	6	594,487.

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	594,487.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,717.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,717.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	588,770.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	588,770.
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	588,770.

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	446,531.
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	446,531.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	446,531.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				588,770.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			387,604.	
b Total for prior years		0.		
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: ► \$ 446,531.				
a Applied to 2013, but not more than line 2a			387,604.	
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 2014 distributable amount				58,927.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				529,843.
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
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				

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				
THE ABRAHAM LINCOLN FOUNDATION 140 SOUTH BROAD STREET PHILADELPHIA, PA 19102	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
THE MANALAPAN POLICE CHIEF DISC. FUND 120 COUNTY ROAD 522 MANALAPAN TOWNSHIP, NJ 07726	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	500.
AMERICAN FRIENDS OF RAMBAM MEDICAL CENTER 521 FIFTH AVENUE, SUITE 1731 NEW YORK, NY 10175	N/A	PUBLIC CHARITY	MEDICAL RESEARCH	15,000.
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
DISABLED AMERICAN VETERANS 3725 ALEXANDRIA PIKE COLD SPRING, KY 41076	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
Total	SEE CONTINUATION SHEET(S)			446,531.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ED SNIDER YOUTH HOCKEY FOUNDATION 3601 S. BROAD STREET PHILADELPHIA, PA 19148	N/A	CHARITY	CHARITABLE CONTRIBUTION	20,000.
FRIENDS OF YEMIN ORDE 12230 WILKINS AVENUE ROCKVILLE, MD 20852	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000.
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEXANDRIA, VA 22314	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	30,000.
JEWISH FEDERATION OF PALM BEACH 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	N/A	CHARITY	CHARITABLE CONTRIBUTION	6,000.
JEWISH NATIONAL FUND 78 RANDALL AVENUE ROCKVILLE CENTRE, NY 11570	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	15,000.
JEWISH RELIEF AGENCY 116 BALA AVENUE BALA CYNWYD, PA 19004	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	25,000.
LOWER MERION POLICE PENSION ASSOCIATION 71 EAST LANCASTER AVENUE ARDMORE, PA 19003	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	200.
MACULA VISION RESEARCH FOUNDATION 300 BARR HARBOR DR. CONSHOHOCKEN, PA 19428	N/A	PUBLIC CHARITY	SCIENTIFIC RESEARCH	15,000.
PALM BEACH COUNTRY CLUB FOUNDATION 760 N. OCEAN BLVD PALM BEACH, FL 33480	N/A	CHARITY	CHARITABLE CONTRIBUTION	1,000.
PHILADELPHIA RONALD MCDONALD HOUSE 3925 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	25,000.
Total from continuation sheets				423,031.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE COLLEGE OF WILLIAM AND MARY P.O. BOX 1693 WILLIAMSBURG, VA 23187	N/A	PUBLIC CHARITY	EDUCATION	23,911.
THE KIMMEL CENTER 1500 WALNUT STREET, 17TH FLOOR PHILADELPHIA, PA 19102	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	50,000.
THE PHILADELPHIA SCHOOL 2501 LOMBARD STREET PHILADELPHIA, PA 19146	N/A	PUBLIC CHARITY	EDUCATION	10,000.
THOMAS JEFFERSON UNIVERSITY 125 SOUTH 9TH STREET, SUITE 700 PHILADELPHIA, PA 19107	N/A	PUBLIC CHARITY	MEDICAL RESEARCH	100,100.
TOWN OF PALM BEACH UNITED WAY, INC. 44 COCOANUT ROW, M201 PALM BEACH, FL 33480	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
U.S.O P.O. BOX 96322 WASHINGTON, DC 20090	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	N/A	PUBLIC CHARITY	WOUNDED VETERANS SUPPORT	29,620.
THE WISTAR INSTITUTE 3601 SPRUCE STREET PHILADELPHIA, PA 19104	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	25,000.
LUSTGARTEN FOUNDATION 1111 STEWART AVENUE BETHPAGE, NY 11714	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	25,000.
THE UNIVERSITY OF THE ARTS 320 S BROAD STREET PHILADELPHIA, PA 19102	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN RED CROSS- SEPA 2221 CHESTNUT STREET PHILADELPHIA, PA 19103	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
SOUTHAMPTON HOSPITAL 240 MEETING HOUSE LANE SOUTHAMPTON, NY 11968	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
PECONIC LAND TRUST 296 HAMPTON ROAD SOUTHAMPTON, NY 11969	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	200.
DAVID HOROWITZ FREEDOM CENTER P.O. BOX 55089 SHERMAN OAKS, CA 91499	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.
VETERANS OF FOREIGN WARS 406 W. 34TH STREET KANSAS CITY, MO 64111	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250.
ANTI-DEFAMATION LEAGUE 1500 MARKET STREET PHILADELPHIA, PA 19102	N/A	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS - VANGUARD	287,666.	54,934.	232,732.	232,732.	
TO PART I, LINE 4	287,666.	54,934.	232,732.	232,732.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTON ROSE FULBRIGHT	9,399.	0.		0.
TO FM 990-PF, PG 1, LN 16A	9,399.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THE FAIRMAN GROUP	6,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,000.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,822.	1,822.		0.
TO FORM 990-PF, PG 1, LN 18	1,822.	1,822.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELAWARE ANNUAL FRANCHISE TAX	25.	0.		0.
UNITED CORPORATE SERVICES	185.	0.		0.
TO FORM 990-PF, PG 1, LN 23	210.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CARDINAL HEALTH, INC.	418,030.	418,030.
MCKESSON HBOC INCOME	883,135.	883,135.
UNIVERSAL HEALTH REALTY INC.	2,256,660.	2,256,660.
VANGUARD 500 INDEX FUND ADM	1,996,755.	1,996,755.
VANGUARD INTERNATIONAL GROWTH ADM	1,465,674.	1,465,674.
VANGUARD MID-CAP INDEX FUND ADM	842,102.	842,102.
VANGUARD SMALL-CAP INDEX FUND ADM	762,286.	762,286.
CAREFUSION CORP	148,843.	148,843.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,773,485.	8,773,485.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD INTER-TERM BOND INDEX ADM	1,989,886.	1,989,886.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,989,886.	1,989,886.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD EMERGING MARKETS ETF	FMV	305,221.	305,221.
TOTAL TO FORM 990-PF, PART II, LINE 13		305,221.	305,221.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
-------------	---	-----------	---

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALAN B. MILLER 57 CROSBY BROWN ROAD GLADWYNE, PA 19035-1512	PRES./TREAS. & DIREC 1.00	0.	0.	0.
JILL S. MILLER 57 CROSBY BROWN ROAD GLADWYNE, PA 19035-1512	SECRETARY & DIRECTOR 0.00	0.	0.	0.
MARC D. MILLER 838 SUMMIT ROAD PENN VALLEY, PA 19072	DIRECTOR 0.00	0.	0.	0.
MARNI E. SPENCER 235 EAST ST. ANDREWS LANE DEERFIELD, IL 60015	DIRECTOR 0.00	0.	0.	0.
ABBY D. KING 130 SOUTH 18TH STREET #1704 PHILADELPHIA, PA 19103	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.



Foundation account

The Alan And Jill Miller Foundation

Vanguard Flagship Services®

Barbara A. Morris, Registered Representative. 800-345-1344, Ext. 6458

Account overview

\$12,963,743.37

Total account value as of January 31, 2015

VanguardAdvantage® account summary			January 31, 2015
Card transactions			\$0.00
Check transactions			-68,950.00
Purchases/deposits			0.00
Other withdrawals			0.00
Fees			0.00

Year-to-date income			Brokerage Account
Taxable income			\$1,721.06
Nontaxable income			0.00
Total			\$1,721.06

Your VanguardAdvantage account is offered by Vanguard Brokerage Services

Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. We'll begin reporting cost basis to the IRS in 2013. For more information, visit vanguard.com/costbasis

Symbol	Name	Fund and account	Average price per share	Total cost	Balance on 12/31/2014	Balance on 01/31/2015
VBIIX	Inter-Term Bond Index Adm	5314-88097139508	\$10.61	\$1,787,490.47	\$1,926,506.20	\$1,989,886.00
VWILX	International Growth Adm	0581-88097139508	62.91	1,343,783.95	1,462,469.97	1,465,673.66

Assets listed in this statement for the registration above are held by separate entities. Brokerage assets are held by Vanguard Brokerage Services® (VBS or Brokerage Services), a division of Vanguard Marketing Corporation (VMC), member FINRA and SIPC. VMC is a wholly owned subsidiary of The Vanguard Group, Inc. (VGI). Vanguard Funds, including Vanguard Brokerage money market settlement funds not held in Vanguard Brokerage Option (VBO) accounts through employer-sponsored retirement plans, are offered by prospectus only, held by VGI, and are not protected by SIPC. VGI provides Vanguard fund data. For a complete listing of your brokerage assets, refer to the section titled "Balances and holdings for Vanguard Brokerage Services." For inquiries and questions regarding your brokerage assets, please contact Brokerage Services.

January 31, 2015, monthly transaction statement



Foundation account

The Alan And Jill Miller Foundation

Vanguard Flagship Services®

Barbara A. Morris, Registered Representative: 800-345-1344, Ext 6458

Balances and holdings for Vanguard funds continued

Symbol	Name	Fund and account	Average price per share	Total cost	Balance on 12/31/2014	Balance on 01/31/2015
VIMAX	Mid-Cap Index Fund Adm	5859-88097139508	84.58	474,957.95	859,004.87	842,102.18
VMIMXX	Prime Money Mkt Fund	0030-88097139508	-	-	1,960,463.40	1,895,150.27
VSMAX	Small-Cap Index Fund Adm	0548-88097139508	30.97	431,794.30	779,018.32	762,286.22
VFIAX	500 Index Fund Adm	0540-88097139508	119.89	1,299,700.85	2,058,547.36	1,996,755.16
				\$9,046,010.12	\$8,951,853.69	

Balances and holdings for Vanguard Brokerage Services account — 78962513

Unless otherwise noted, your position is held as cash

ETFs

Symbol	Name	Total cost	Quantity	Price on 01/31/2015	Balance on 12/31/2014	Balance on 01/31/2015
VWVO	VANGUARD FTSE EMERGING MARKETS ETF	\$314,170.90	7,642.0000	\$39.9400	\$305,832.84	\$305,221.48
Est annual income \$8,734.80, Est yield 2.86%						
Total Est. annual income: \$8,734.80; Est. yield: 2.86%					\$305,832.84	\$305,221.48

Stocks

Symbol	Name	Total cost	Quantity	Price on 01/31/2015	Balance on 12/31/2014	Balance on 01/31/2015
CAH	CARDINAL HEALTH INC	\$91,153.50	5,025.0000	\$83.1900	\$405,668.25	\$418,029.75
Est annual income \$6,884.25, Est yield 1.65%						



Foundation account

The Alan And Jill Miller Foundation

Vanguard Flagship Services®

Barbara A. Morris, Registered Representative: 800-345-1344, Ext 6458

Balances and holdings for Vanguard Brokerage Services account — 78962513 continued

Stocks continued

Symbol	Name	Total cost	Quantity	Price on 01/31/2015	Balance on 12/31/2014	Balance on 01/31/2015
CFN	CAREFUSION CORP	36,093 80	2,510 0000	59 3000	148,943 40	148,843 00
MCK	MCKESSON CORP Est annual income \$3,986 88, Est yield 0 45%	303,002 88	4,153 0000	212 6500	862,079 74	883,135 45
UHT	UNIVERSAL HEALTH REALTY INCOME TRUST SHARES BENEFICIAL INTEREST Est annual income \$106,680 00, Est yield 4 73%	-	42,000 0000	53 7300	2,021,040 00	2,256,660 00
Total Est. annual income: \$117,551.13; Est. yield: 3.17%					\$3,437,731.39	\$3,706,668.20

Account activity for Vanguard funds

Prime Money Mkt Fund 0030-88097139508

Purchases	Withdrawals	Dividends
\$3,620 29	-\$68,950.00	\$16 58
7-day SEC yield as of 01/30/2015*		
0 01%		

* Average annualized income dividend over the past 7 days. For updated information, visit vanguard.com.

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2014		\$1 00		1,960,463 400	\$1,960,463 40
01/05	Transfer from 88010358845	\$1,899 23	1 00	1,899 230	1,962,362 630	
01/15	Net sweep from brokerage	1,721 06	1 00	1,721 060	1,964,083 690	
01/20	Sweep to brokerage	-15,000 00	1 00	-15,000 000	1,949,083 690	

January 31, 2015, monthly transaction statement