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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
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 ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

07/01, 2014, and ending

06/30, 2015

Name of foundation DOREEN DOWNS MILLER FOUNDATION INC			A Employer identification number 74-3116739
Number and street (or P O box number if mail is not delivered to street address) C/O BCRS ASSOCIATES, 77 WATER STREET, 9FL			B Telephone number (see instructions) (212) 440-0800
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10005			C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change			D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 11,336,435.			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc received (attach schedule)	4,543,362.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,156.	1,156.		ATCH 1
4 Dividends and interest from securities	212,541.	212,541.		ATCH 2
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	3,042,273.			
b Gross sales price for all assets on line 6a	4,416,068.			
7 Capital gain net income (from Part IV, line 2)		3,042,273.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	7,799,332.	3,255,970.	0	
13 Compensation of officers, directors, trustees, etc . . .	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	5,600.	2,800.		2,800.
c Other professional fees (attach schedule)	27,578.	27,578.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [5].	37,000.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	784.	200.		584.
24 Total operating and administrative expenses.				
Add lines 13 through 23.	70,962.	30,578.		3,384.
25 Contributions, gifts, grants paid	1,212,324.			1,212,324.
26 Total expenses and disbursements Add lines 24 and 25	1,283,286.	30,578.	0	1,215,708.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . . .	6,516,046.			
b Net investment income (if negative, enter -0-)		3,225,392.		
c Adjusted net income (if negative, enter -0-).			0	

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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			
	2	Savings and temporary cash investments	273,938.	273,646.	273,646.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	3,862,903.	5,771,673.	6,481,971.
	c	Investments - corporate bonds (attach schedule) ATCH 8	2,077,704.	3,799,523.	3,707,309.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	875,000.	875,000.	873,509.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,089,545.	10,719,842.	11,336,435.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	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			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	7,089,545.	10,719,842.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	7,089,545.	10,719,842.	
	31	Total liabilities and net assets/fund balances (see instructions)	7,089,545.	10,719,842.	
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	7,089,545.	
2	Enter amount from Part I, line 27a		2	6,516,046.	
3	Other increases not included in line 2 (itemize) ► ATCH 10		3	1,093,296.	
4	Add lines 1, 2, and 3		4	14,698,887.	
5	Decreases not included in line 2 (itemize) ► ATCH 11		5	3,979,045.	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30		6	10,719,842.	

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	3,042,273.	
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	0	

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	400,952.	7,249,141.	0.055310
2012	601,267.	6,123,153.	0.098196
2011	599,736.	6,139,838.	0.097679
2010	710,874.	6,571,428.	0.108176
2009	471,250.	6,040,197.	0.078019

2 Total of line 1, column (d)	2	0.437380
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	0.087476
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	9,775,682.
5 Multiply line 4 by line 3	5	855,138.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,254.
7 Add lines 5 and 6	7	887,392.
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	1,215,708.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	32,254.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	32,254.
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	32,254.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014.	6a	35,601.
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	35,601.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	3,347.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ► 3,347. Refunded ► 11	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	X	
3	<i>If "Yes," attach a detailed description of the activities</i>	X	
4a	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	N/A	
4b	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
5	<i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY,		
8b	<i>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</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	<i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► BCRS ASSOCIATES, LLC Telephone no ► 212-440-0800 Located at ► 77 WATER STREET, 9TH FLOOR, NEW YORK, NY ZIP+4 ► 10005		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	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 90-221) If "Yes," enter the name of the foreign country ►	16	Yes X No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	N/A
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	N/A
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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 ►	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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	N/A
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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 12		0	0	0

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

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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	NONE
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

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	8,558,412.
b	Average of monthly cash balances	1b	1,366,138.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	9,924,550.
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	9,924,550.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	148,868.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,775,682.
6	Minimum investment return. Enter 5% of line 5	6	488,784.

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	488,784.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	32,254.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	32,254.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	456,530.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	456,530.
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	456,530.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,215,708.
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	1,215,708.
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	32,254.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,183,454.

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				456,530.
2 Undistributed income, if any, as of the end of 2014			NONE	
a Enter amount for 2013 only		NONE		
b Total for prior years 20 20 20				
3 Excess distributions carryover, if any, to 2014				
a From 2009 170,336.				
b From 2010 385,045.				
c From 2011 305,470.				
d From 2012 318,797.				
e From 2013 66,894.				
f Total of lines 3a through e	1,246,542.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 1,215,708.				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				456,530.
e Remaining amount distributed out of corpus	759,178.			
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	2,005,720.			
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			NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				NONE
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	170,336.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,835,384.			
10 Analysis of line 9				
a Excess from 2010 385,045.				
b Excess from 2011 305,470.				
c Excess from 2012 318,797.				
d Excess from 2013 66,894.				
e Excess from 2014 759,178.				

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

NOT APPLICABLE

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)			
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

DOREEN D MILLER

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

N/A

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

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

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

ATCH 13

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

ANY FORMS

c Any submission deadlines

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ATCH 14				
Total			► 3a	1,212,324.
<i>b 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	
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	1,156.
4	Dividends and interest from securities			14	212,541.
5	Net rental income or (loss) from real estate				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income				
8	Gain or (loss) from sales of assets other than inventory			18	3,042,273.
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)				3,255,970.
13	Total Add line 12, columns (b), (d), and (e)			13	3,255,970.
(See worksheet in line 13 instructions to verify calculations)					

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

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

▶ Steve Miller
Signature of officer or trustee

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TRUSTEE

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

Paid Preparer Use Only	Print/Type preparer's name JOHN D. COOK	Preparer's signature 	Date 1120114	Check <input type="checkbox"/> if self-employed	PTIN P01450182
	Firm's name ► BCRS ASSOCIATES, LLC	Firm's EIN ► 13-4078147			
	Firm's address ► 77 WATER STREET, 9TH FLOOR NEW YORK, NY	10005	Phone no	212-440-0800	

► 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

DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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)

Name of organization DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOREEN D. MILLER 2013 CLAT C/O BCRS ASSOC; 77 WATER ST-9TH FL NEW YORK, NY 10005	\$ 4,543,362.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>

Name of organization DOREEN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	53,410 SHS MEDTRONIC INC.	\$ 3,997,204.	12/03/2014
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization DOBREEN DOWNS MILLER FOUNDATION INC

Employer identification number

74-3116739

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
	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	
	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	
	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	
	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	
	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	
	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			
			TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				141,678.	
46,422.			SEE REALIZED GAIN LOSS SCHEDULE I ATTACH PROPERTY TYPE: SECURITIES			P	VAR	VAR
			45,000.				1,422.	
1,375,292.			SEE REALIZED GAIN LOSS SCHEDULE I ATTACH PROPERTY TYPE: SECURITIES			P	VAR	VAR
			1,315,744.				59,548.	
2,852,676.			SEE REALIZED GAIN LOSS SCHEDULE II ATTAC PROPERTY TYPE: SECURITIES			P	VAR	VAR
			13,051.				2,839,625.	
TOTAL GAIN(LOSS)							<u>3,042,273.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INVESTMENT INCOME</u>
INTEREST ON CREDIT BALANCE	1,156.	1,156.
TOTAL	<u>1,156.</u>	<u>1,156.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	193,015.	193,015.
STCG DIVIDEND	19,526.	19,526.
TOTAL	<u><u>212,541.</u></u>	<u><u>212,541.</u></u>

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>
BCRS ASSOCIATES, LLC	5,600.	2,800.	2,800.	
TOTALS	<u>5,600.</u>	<u>2,800.</u>	<u>2,800.</u>	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MGMT FEES	27,578.	27,578.	27,578.	
TOTALS	<u>27,578.</u>	<u>27,578.</u>	<u>27,578.</u>	

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL TAXES:				
-BAL DUE W/ EXT FYE 6/30/14	2,000.			
-4TH QTR EST PMT FYE 6/30/15	35,000.			
TOTALS	<u><u>37,000.</u></u>			

FEDERAL TAXES:

-BAL DUE W/ EXT FYE 6/30/14
-4TH QTR EST PMT FYE 6/30/15

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
NYS FILING FEE	250.			250.
PUBLICATION FEE	145.			145.
BANK CHARGES	200.			
CT CORPORATION FEE	189.			
TOTALS	<u><u>784.</u></u>	<u><u>200.</u></u>	<u><u>584.</u></u>	

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION I ATTACHED	3,862,903.	4,047,673.	4,773,253.
SEE LONG POSITION II ATTACHED		1,724,000.	1,708,718.
TOTALS	<u><u>3,862,903.</u></u>	<u><u>5,771,673.</u></u>	<u><u>6,481,971.</u></u>

ATTACHMENT 7

FORM 990PE, PART II - CORPORATE BONDSDESCRIPTIONBEGINNING
BOOK VALUEENDING
BOOK VALUE

	BEGINNING BOOK VALUE	ENDING BOOK VALUE
SEE LONG POSITION I ATTACHED	2,077,704.	2,126,704.
SEE LONG POSITION II ATTACHED		1,672,819.
TOTALS	<u>2,077,704.</u>	<u>3,799,523.</u>

	BEGINNING BOOK VALUE	ENDING BOOK VALUE
SEE LONG POSITION I ATTACHED	2,077,704.	2,126,704.
SEE LONG POSITION II ATTACHED		1,635,030.
TOTALS	<u>2,077,704.</u>	<u>3,707,309.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION I ATTACHED	<u>875,000.</u>	<u>875,000.</u>	<u>873,509.</u>
TOTALS	<u>875,000.</u>	<u>875,000.</u>	<u>873,509.</u>

ATTACHMENT 9ATTACHMENT 9

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXCESS OF FMV OVER COST BASIS OF STOCK DISTRIBUTED TO CHARITABLE ORGANIZATIONS	1,093,296.
TOTAL	<u>1,093,296.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
--------------------	---------------

EXCESS OF FMV OVER COST BASIS OF STOCK CONTRIBUTED TO THE FOUNDATION	3,979,045.
---	------------

TOTAL	<u>3,979,045.</u>
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DOREEN DOWNS MILLER FOUNDATION INC

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

74-3116739

ATTACHMENT 12

NAME AND ADDRESS _____
TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION _____

DOREEN D MILLER
C/O BCRS ASSOCIATES, 77 WATER STREET
77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005
DIRECTOR, PRESIDENT, TREASURER

GRAND TOTALS

<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
	0	0
		0
		0
		0

ATTACHMENT 13

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

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

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

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE STATEMENT ATTACHED

SEE SCHEDULE ATTACHED

TOTAL CONTRIBUTIONS PAID

1,212,324

1,212,324

DOREEN DOWNS MILLER FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 6/30/2015
EIN: 74-3116739

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
7/18/2014	GRAMERCY PARK BLOCK ASSOCIATION NEW YORK, NY	500 00
8/11/2014	CAMPAIGN FOR COMMERCIAL FREE CHILDHOOD BOSTON, MA	30,000 00
9/3/2014	NEW YORK PUBLIC RADIO NEW YORK, NY	10,000 00
9/8/2014	PLANNED PARENTHOOD OF NASSAU COUNTY HEMPSTEAD, NY	500 00
9/9/2014	HUMANE SOCIETY OF THE UNITED STATES WASHINGTON, DC	2,000 00
9/10/2014	WASHINGTON UNIVERSITY IN ST LOUIS ST LOUIS, MO	1,000 00
9/11/2014	GIRLS INC OF LONG ISLAND DEER PARK, NY	2,500 00
10/14/2014	ADELPHI UNIVERSITY GARDEN CITY, NY	25,000 00
12/3/2014	GRAMERCY PARK BLOCK ASSOCIATION NEW YORK, NY	250 00
12/5/2014	RESEARCH INSTITUTE FOR WALDORF EDUCATION WILTON, NH	2,500.00
2/10/2015	INTERNATIONAL ASSOCIATION OF NEAR DEATH STUDIES DURHAM, NC	1,250 00
2/10/2015	GIRLS INC OF LONG ISLAND DEER PARK, NY	3,000 00
2/12/2015	NY ZERO TO THREE NETWORK NEW YORK, NY	2,500 00
2/18/2015	DOCS FOR TOTS WASHINGTON, DC	1,000.00
2/18/2015	FRIENDS ACADEMY	1,000 00

DOREEN DOWNS MILLER FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 6/30/2015
EIN: 74-3116739

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
	LOCUST VALLEY, NY	
4/10/2015	UNITED WAY OF LONG ISLAND DEER PARK, NY	12,500 00
4/13/2015	GARRISON INSTITUTE GARRISON, NY	10,000 00
4/20/2015	CHILD CARE COUNCIL OF NASSAU GARDEN CITY, NY	120 00
5/13/2015	CHILD CARE COUNCIL OF NASSAU GARDEN CITY, NY	1,000 00
5/27/2015	ASSOCIATION OF WALDORF SCHOOLS OF NORTH AMERICA YPSILANTI, MI	2,000 00
6/4/2015	HUMANE SOCIETY OF THE UNITED STATES WASHINGTON, DC	1,000 00
6/5/2015	NEW YORK UNIVERSITY BOBST LIBRARY NEW YORK, NY	2,500 00
6/22/2015	PLANTING FIELDS FOUNDATION OYSTER BAY, NY	300 00
6/24/2015	THE NATURE CONSERVANCY MASHOMACK PRESERVE SHELTER ISLAND, NY	500 00
6/30/2015	COMMUNITY VOLUNTEERS IN MEDICINE WEST CHESTER, PA	1,000 00

TOTAL CONTRIBUTIONS PAID * **\$ 113,920.00**

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

DOREEN DOWNS MILLER FOUNDATION
 CHARITABLE CONTRIBUTIONS [NON-CASH]
 FYE 6/30/2015
 EIN 74-3116739

DATE	DONEE/DESCRIPTION OF GIFT	CITY/STATE	FMV
12/12/2014	CA PARENTING INSTITUTE / 12,292 SHS MEDTRONIC INC CMN	SANTA ROSA, CA	898,668 00
12/12/2014	CAMPAIGN FOR A COMMERCIAL FREE CHILDHOOD / 1,366 SHS MEDTRONIC INC CMN	BOSTON, MA	99,868 00
12/12/2014	WASHINGTON UNIVERSITY / 1,366 SHS MEDTRONIC INC CMN	ST LOUIS, MO	99,868 00
SUB-TOTAL II*		\$	1,098,404 00
SUB-TOTAL I		\$	113,920 00
SUB-TOTAL II		\$	1,098,404 00
TOTAL CONTRIBUTIONS PAID**		\$	1,212,324 00

* THE FAIR MARKET VALUE OF THE STOCKS LISTED ABOVE HAS BEEN DETERMINED
 BY AVERAGING THE STOCK'S HIGH AND LOW VALUE FROM THE NEW YORK STOCK
 EXCHANGE COMPOSITE PRICE QUOTATIONS ON THE DATES STATED ABOVE

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

DOREEN DOWNS MILLER FOUNDATION INC
 FYE 6/30/2015
 JPM #8007 REALIZED GAIN LOSS SCHEDULE

Description	Quantity	Acquired Date	Sale Date	Proceeds USD	Cost Basis USD	Short Term Realized Gain Loss	Long Term Realized Gain
JPM LARGE CAP GRWTH FD - SEL FUND 3118	-499 002	10/28/2013	7/11/2014	16,312 38	15,000 00	1,312 38	0
PIMCO TOTAL RETURN FUND-INST	-2,749 77	10/28/2013	10/17/2014	30,109 99	30,000 00	109 99	0
				46,422 37	45,000 00	1,422.37	0.00
JPM LARGE CAP GRWTH FD - SEL FUND 3118	-2,009 65	9/13/2012	7/11/2014	65,695 33	50,000 00	0	15,695 33
JPM LARGE CAP GRWTH FD - SEL FUND 3118	-1,033 61	10/16/2012	7/11/2014	33,788 65	25,519 79	0	8,268 86
JPM LARGE CAP GRWTH FD - SEL FUND 3118	-1,389 01	11/15/2012	7/11/2014	45,406 56	31,433 19	0	13,973 37
SIT DIVIDEND GROWTH FUND-I	-12,577 71	9/13/2012	7/11/2014	234,825 82	188,791 41	0	46,034 41
PIMCO TOTAL RETURN FUND-INST	-17,346 05	9/13/2012	10/17/2014	189,939 29	200,000 00	0	-10,060 71
DOUBLELINE TOTAL RET BD-I	-2,949 08	9/13/2012	11/12/2014	241,000 87	250,000 00	0	-8,999 13
DOUBLELINE TOTAL RET BD-I	-4,528 99	10/28/2013	11/12/2014	49,728 27	50,000 00	0	-271 73
JPM SHORT DURATION BD FD - SEL FUND 3133 0 72%	-40,834 85	9/13/2012	11/12/2014	445,099 82	450,000 00	0	-4,900 18
JPM SHORT DURATION BD FD - SEL FUND 3133 0 72%	-6,404 39	10/28/2013	11/12/2014	69,807 87	70,000 00	0	-192 13
				1,375,292 48	1,375,292 48	0	59,548.09
TOTAL				1,421,714 85	1,360,744 39	0	59,548.09

DOREEN DOWNS MILLER FOUNDATION
From 01-Jul-2014 To 30-Jun-2015

GS#0987 Realized Gains/Losses

Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
MEDTRONIC, INC. CMN	1-Jan-98	18-Dec-14	6,123	450,997.96	2,081.82	448,916.14	Long-Term
MEDTRONIC, INC CMN	1-Jan-98	18-Dec-14	4,236	312,008.39	1,440.24	310,568.15	Long-Term
MEDTRONIC, INC. CMN	1-Jan-98	18-Dec-14	2,141	157,698.29	727.94	156,970.35	Long-Term
MEDTRONIC, INC. CMN	1-Jan-98	22-Dec-14	6,950	523,177.47	2,363.00	520,814.47	Long-Term
MEDTRONIC, INC. CMN	1-Jan-98	22-Dec-14	5,550	417,789.21	1,887.00	415,902.21	Long-Term
MEDTRONIC, INC. CMN	1-Jan-98	8-Jan-15	13,386	991,005.24	4,551.24	986,454.00	Long-Term
TOTAL				<u>2,852,676.56</u>	<u>13,051.24</u>	<u>2,839,625.32</u>	

Statement Detail
DOREEN D MILLER FDN - SEGREGATED - INV
Holdings

Period Ended June 30, 2015

FIXED INCOME							Unrealized / Economic Gain (Loss)			Yield to Maturity in Percentage		Estimated Annual Income	
			Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost						
INVESTMENT GRADE FIXED INCOME													
GS CORE FIXED INCOME FUND													
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	128,479.266	10,460.00	1,343,893.12	10,703.8	1,375,214.06		(31,320.94)					37.644.42	
							(23,606.88)						
OTHER FIXED INCOME													
GS HIGH YIELD FUND													
GS HIGH YIELD FUND INSTITUTIONAL SHARES	43,453.263	6,700.00	291,136.86	6,848.8	297,604.55		(6,467.69)					19,249.80	
							(2,863.14)						
TOTAL FIXED INCOME			1,635,029.98		1,672,818.61		(37,788.63)					56,894.22	
PUBLIC EQUITY													
GLOBAL EQUITY													
GS TAX ADVANTAGED GLOBAL EQUITY PORTFOLIO													
GS TAX-ADVANTAGED GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES (TIGGX)	129,057.264	13,240.0	1,708,718.18	13,358.4	1,724,000.00		(15,281.82)		1.2009			20,520.10	
							(15,281.82)						
TOTAL PORTFOLIO			3,343,748.16		3,396,818.61		(53,070.45)					71,414.33	



DOREEN DOWNS MILLER FOUNDATION, INC.
For the Period 6/1/15 to 6/30/15

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
JPM EQ INC FD - SEL FUND 3128 4812C0-49-8 HLE X	13.97	41,037.113	573,288.47	481,716.68	91,571.79	11,859.72	2.07%



DOREEN DOWNS MILLER FOUNDATION, INC.

For the Period 6/1/15 to 6/30/15

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	15.96	47,464.117	757,527.31	521,299.56	236,227.75	6,977.22	0.92%
SIT DIVIDEND GROWTH FUND-I 82980D-70-7 SDVG X	17.40	22,904.376	398,536.14	334,431.92	64,104.22	5,634.47	1.41%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	205.85	1,780.000	366,413.00	326,727.48	39,685.52	7,182.30	1.96%
Total US Large Cap Equity			\$2,095,764.92	\$1,664,175.64	\$431,589.28	\$31,653.71	1.51%
 US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	149.98	4,613.000	691,857.74	494,554.95	197,302.79	9,539.68	1.38%
 EAFE Equity							
ARTISAN INTL VALUE FUND - ADV 04314H-66-7 APDK X	35.72	11,580.342	413,649.82	339,839.05	73,810.77		
DODGE & COX INTL STOCK FUND 256206-10-3 DODFX X	43.75	8,570.905	374,977.09	395,290.13	(20,313.04)	8,313.77	2.22%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	24.58	24,798.296	609,542.12	647,153.91	(37,611.79)	12,523.13	2.05%
Total EAFE Equity			\$1,398,169.03	\$1,382,283.09	\$15,885.94	\$20,836.90	1.49%

J. Morgan

DOREEN DOWNS MILLER FOUNDATION, INC.

For the Period 6/1/15 to 6/30/15

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Asia ex-Japan Equity							
MATTHEWS ASIA DIVIDEND-INDEX 577130-75-0 MIPI X	16.99	13,746.490	233,552.87	217,357.37	16,195.50	5,306.14	2.27%
MATTHEWS PACIFIC TIGER FD-1S 577130-83-4 MIPT X	28.73	12,318.413	353,908.01	289,302.29	64,605.72	2,204.99	0.62%
Total Asia ex-Japan Equity			\$587,460.88	\$506,659.66	\$80,801.22	\$7,511.13	1.28%



DOREEN DOWNS MILLER FOUNDATION, INC.

For the Period 6/1/15 to 6/30/15

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
JPM ACCESS MULTI-STRATEGY FUND II RIC ENDOWMENTS & FOUNDATIONS & OTHER - CASH DISTRIBUTION N/O Client HFGAPB-WG-9	16.73 5/29/15	52,227.699	873,509.15	875,000.00



DOREEN DOWNS MILLER FOUNDATION, INC.

For the Period 6/1/15 to 6/30/15

FIXED INCOME DETAIL

Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
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US Fixed Income

METROPOLITAN WEST FDS TOTAL RET CL I 592905-50-9	10.81	45,998.16	497,240.11	500,000.00	(2,759.89)	9,981.60 2.01%
DODGE & COX INCOME FUND 256210-10-5	13.60	36,023.06	489,913.55	500,000.00	(10,086.45)	13,220.46 2.70%
RIDGEWORTH SEIX FLOATING - IS 76628U-10-5	8.83	40,992.18	361,960.91	367,079.16	(5,118.25)	17,872.58 4.94%
BLACKROCK HIGH YIELD BOND 091929-63-8	7.86	56,780.67	446,296.09	457,545.19	(11,249.10)	24,813.15 5.56%
Total US Fixed Income		\$1,795,410.66		\$1,824,624.35	(\$29,213.69)	\$65,887.79 3.67%
Foreign Exchange & Non-USD Fixed Income						
TEMPLETTON GLOBAL BOND FD-AD 880208-40-0	12.21	22,675.49	276,867.67	302,079.16	(25,211.49)	8,888.79 3.21%